MARVEL MASTERWORKS
THE SPECTACULAR SPIDER-MAN
VOLUME 6

THE SPECTACULAR SPIDER-MAN Nos. 67-79

BILL MANTLO,

ED HANNIGAN & AL MILGROM

MARVEL MASTERWORKS

PRESENTS

THE SPECTACULAR SPIDER-MAN

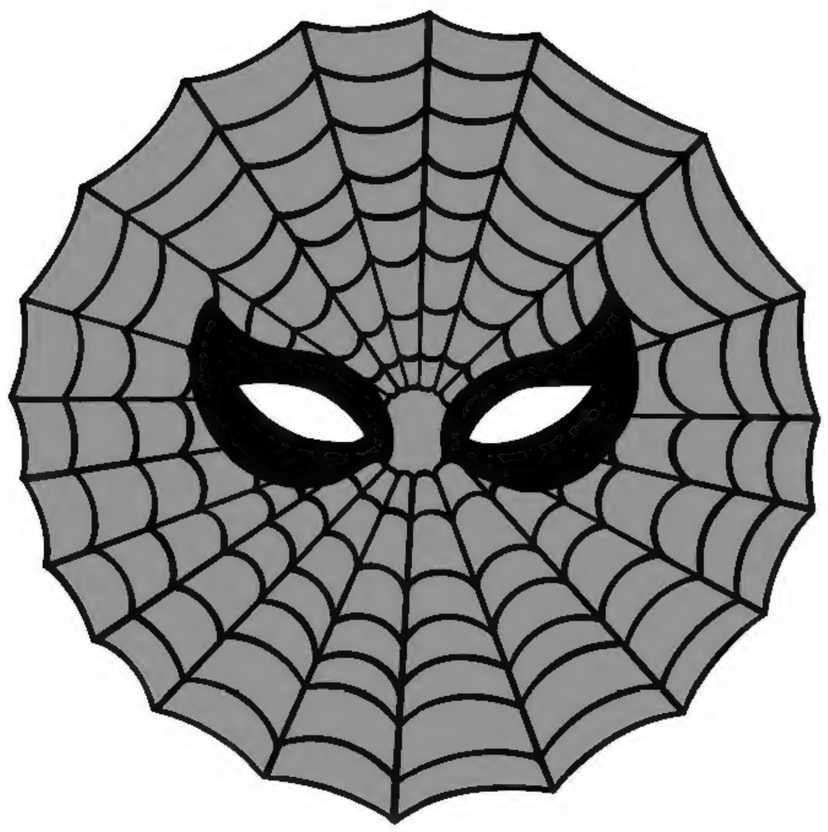
VOLUME 6

COLLECTING

THE SPECTACULAR SPIDER-MAN Nos. 67-79

BILL MANTLO

ED HANNIGAN • AL MILGROM



Collection Editor
Cory Sedlmeier

Book Design
Nickel DesignWorks

VP Production & Special Projects
Jeff Youngquist

SVP Print, Sales & Marketing
David Gabriel

Sr. Manager, Digital
Tim Smith 3

Digital Production
Meghan O'Leary
& Rachel Young

Editor in Chief
C.B. Cebulski

© 2023 MARVEL. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

MARVEL MASTERWORKS
CREDITS

THE
SPECTACULAR SPIDER-MAN
Nos. 67-79

Writers: Bill Mantlo (Nos. 67-79)
Tom DeFalco (No. 71)

Pencilers/Layouts: Ed Hannigan (Nos. 67, 69, 70, 72)
Al Milgrom (Nos. 73, 75-79)
Luke McDonnell (No. 68)
Rick Leonardi (No. 71)
Bob Hall (No. 74)

Inkers/Finishers: Al Milgrom (Nos. 67, 69, 70, 72)
Jim Mooney (Nos. 68, 71, 73-79)
Rick Magyar (No. 72)

Letterers: Jim Novak (Nos. 67, 72, 78)
Diana Albers (Nos. 68, 73, 74, 76)
Joe Rosen (Nos. 69-71, 75, 77)
Jack Morelli (No. 79)

Colorists: Bob Sharen (Nos. 67, 68, 73-78)
Glynis Wein (Nos. 69-72)
George Roussos (No. 79)

Editor: Tom DeFalco (Nos. 67-79)

Color & Art Reconstruction: Michael Kelleher & Kellustration (Nos. 67-79)

Special Thanks: Ralph Macchio

SPIDER-MAN CREATED BY STAN LEE & STEVE DITKO

MARVEL MASTERWORKS

CONTENTS

Introduction by Ralph Macchio . . . . . .

Peter Parker, The Spectacular Spider-Man #67, June 1982
"Boomerang, the Killer Who Keeps Coming Back!" . . . . . .

Peter Parker, The Spectacular Spider-Man #68, July 1982
"Hell Hath No Fury Like a Robot Scorned!" . . . . . .

Peter Parker, The Spectacular Spider-Man #69, August 1982
"In Darkness Seldom Seen!" . . . . . .

Peter Parker, The Spectacular Spider-Man #70, September 1982
"The Great Cloak & Dagger Hunt!" . . . . . .

Peter Parker, The Spectacular Spider-Man #71, October 1982
"With This Gun…I Thee Kill!" . . . . . .

Peter Parker, The Spectacular Spider-Man #72, November 1982
"Waiting for Doctor Octopus!" . . . . . .

Peter Parker, The Spectacular Spider-Man #73, December 1982
"Peter Parker--You Are the Spectacular Spider-Man!" . . . . . .

Peter Parker, The Spectacular Spider-Man #74, January 1983
"Fantasia!" . . . . . .

Peter Parker, The Spectacular Spider-Man #75, February 1983
"Ferae Naturae (Wild Beasts)" . . . . . .

Peter Parker, The Spectacular Spider-Man #76, March 1983
"At Death's Door!" . . . . . .

Peter Parker, The Spectacular Spider-Man #77, April 1983
"Relapse Times Two!" . . . . . .

Peter Parker, The Spectacular Spider-Man #78, May 1983
"The Long Goodbye!" . . . . . .

Peter Parker, The Spectacular Spider-Man #79, June 1983
"Spider-Man vs. Doctor Octopus: The Final Battle!" . . . . . .

INTRODUCTION
BY RALPH MACCHIO

Spectacular! That's the appropriate adjective for the stellar stories contained in this magnificent *Marvel Masterworks* volume, and, coincidentally, the name of the comic magazine from whence they came. Our Friendly Neighborhood Spider-Man has proven to be the most popular hero in the Marvel pantheon since his introduction way back in 1962. *The Amazing Spider-Man* was always a top seller and thus there was a clamoring for more of our wondrous web-head. So, bowing to the inevitable, in 1976, just around the time I was starting my long stint at the House of Ideas, Marvel unleashed *The Spectacular Spider-Man* on a panting public. And, of course, it, too, became a smash hit, vying with its *Amazing* counterpart. Later, these two titles were joined by a number of other Spidey monthly books, but that's a tale for another time. Right now, we're going to do a little exploration of *Spectacular* #67-79 from 1982-83. It's a fantastic collection you'll treasure for years, Believer.

Before we jump headlong into the actual issues, a few words about the man behind all of the stories you'll soon be savoring: Boisterous Bill Mantlo. It was my pleasure to edit Bill on two series, *ROM: Spaceknight* and *Micronauts*, where he produced first-rate material and created a number of memorable characters for these titanic toy properties. He was incredibly creative and cooperative, taking editorial input easily, constantly being inventive and always developing his storytelling chops.

Bill started out as a staff colorist who showed an affinity for writing. He was often asked to script what we call fill-in issues, stories that could be slotted onto the schedule when a creative team missed their deadlines. Mr. Mantlo just seemed to come alive when he got those assignments and soon became the regular writer on several books, in addition to the aforementioned toy tie-ins, such as *The Invincible Iron Man*, *Marvel Team-Up*, *Marvel Two-In-One* and Sons of the Tiger in the black-and-white magazine *The Deadly Hands of Kung Fu*. Incidentally, he's also responsible for the creation of a certain Rocket Raccoon, who's become a Marvel Cinematic Universe sensation.

While the Boisterous One was not the original scripter on *Spectacular*, he later came on board and soon made the series his own. It's extremely difficult to write a monthly Marvel comic, but when you have to coordinate it with a sister title, that's a whole other level of craziness. Not only must you come up with a scintillating story every month, you have to coordinate said story with the writer of the counterpart comic. Peter Parker had so many things going on in his harried life at once, that coordination was no mean feat. But the redoubtable Mr. M. was more than equal to the task, as you'll soon see. It's important to have a steady scripter on a monthly title, and Bill had two long stints on *Spectacular*.

Because Mantlo lived on Manhattan's Upper West Side, he would usually bring his scripts into the office. Remember, this was from a time before the all-pervasive Internet. I had many great conversations with Bill when he'd drop by to see me, and you could tell he was having the time of his life. His enthusiasm just poured off the page. Bill also knew Marvel continuity quite well, and so he was able to draw on the many parts of the Marvel Universe for his *Spectacular* labors. And for a fellow continuity nut like myself, that was pure heaven. Now, let's dive into these cataclysmic classics and see what's what.

You get a nice mix here of both single-issue sizzlers and multi-part masterpieces, always with the continuing elements of Peter Parker's life prominently played out. *Spectacular Spider-Man* #67 spotlights a swingin' super villain named Boomerang, who first showed up in the Hulk feature in *Tales to Astonish* #81, circa 1966. Fred Myers is a solid, well-crafted B-list baddie, whose goal is to prove to the Kingpin that he's a worthy successor to the assassin Bullseye, who had recently been put out of action. And he comes fairly close to the mark, if I may say so, showing how lethal he could be, not only with his signature boomerangs, but making deadly projectiles of other objects, as well, a la Bullseye. He's been making trouble in the M.U. for a long time, though. (I believe he recently became Peter Parker's roommate during Nick Spencer's innovative tenure on *The Amazing Spider-Man*.) Myers was once a professional baseball player suspended for taking bribes, who then sought out a life of crime. Don't they all. Also, his potential boss, the Kingpin of Crime, is a major player behind the scenes in this initial issue, and, in fact, throughout this run. Let's not forget, Marvelite, that Wilson Fisk plagued the life of the web-spinner long before he became a thorn in the side of Daredevil, Marvel's Man Without Fear.

I would be remiss in not commenting on the superb penciling of awesome Ed Hannigan, whose suitable-for-framing covers alone are worth the price of admission. I've always felt there was a strong Ditko-esque quality to his Spidey figures, though his actual layouts were more daring, breaking the four- or six-panel grid frequently. He also took inspiration from Will Eisner's famous splash pages from the 1940s masterwork *The Spirit*. Ed's artwork was a major contributing factor in the continued success of *The Spectacular Spider-Man*.

In issue #68, an old enemy of the web-slinger rears his hoary head from beyond the grave: Professor Mendel Stromm, the Robot-Master, last seen in *The Amazing Spider-Man* #37, during the height of the seminal Stan Lee/Steve Ditko tenure. There are some terrific twists and turns in this tale, and it takes all of the web-headed one's ingenuity to get him out of trouble. However, before getting into the super-villain shenanigans, Bill Mantlo offers up some very touching scenes at the beginning as Peter and his frail Aunt May visit the grave of his late Uncle Ben. He neatly encapsulates the Spider-Man origin and allows us to see the ghosts that will haunt young Peter for the rest of his life no matter how many heroic deeds he performs. It's an origin always worth the retelling, however brief, and kudos to Mantlo for finding the space for it in the jam-packed issue #68. This issue also begins a wonderful subplot featuring a fellow Empire State University student, Debra Whitman. This side story begins traditionally enough, with Debra suspecting Peter of being Spider-Man; shades of Lois Lane. But as the issues progress, Bill moves the subplot in a truly unexpected direction that had me nodding my head in approval and deep admiration. You're going to be shocked at the roads this goes down and the truly stunning conclusion several issues down the pike.

Big Bill brings back two fine creations of his in issue #69, Cloak and Dagger, who first appeared in *Spectacular* #64. Both are endowed with unique powers from drugs they were subjected to by the Maggia and seek revenge on those responsible. The relationship between the Cloak and Dagger is anything but amicable and smooth, which makes them an even more fascinating duo. Speaking of the Mob, one of its bigger bosses, Silvio Manfredi, otherwise known as Silvermane, is reintroduced after first showing his snowy scalp in *ASM* #73, during the Stan Lee/John Romita days. I've always had a love for Marvel's organized crime characters, many of who first appeared in the Spider-Man titles, such as the ever-present Wilson Fisk, Little Caesar, Hammerhead, Fortunato, and, of course, Silvermane. I was so impressed by him that in a *Spectacular Spider-Man Annual* I was privileged to write back in the 1980s, I created a character, Dominic Tyrone, who fought alongside Manfredi to bring the Maggia under their control. It was always a blast contributing something to the Marvel mythos and I look very fondly on that Annual, especially as I was paired with a vibrant veteran penciler, Mr. Jim Mooney. Lucky me.

But back to #69, this was the first of a two-part tale concluding in fine fashion in issue #70. Just when you thought you could count out the wheezy eighty-year-old Silvermane, he bounces back in a bombastic bionic body that would have made the Robot-Master proud! Once again, I have to doff

my hat to Bill Mantlo, for going in a direction utterly off the wall—and making it work brilliantly. Silvermane's final confrontation with Cloak and Dagger is one for the history books. You'll love it! Cloak and Dagger have garnered a legion of fans throughout the decades, appearing in numerous Marvel mags and even getting their own TV show. By the way, the star of *this* show, our amazing arachnid, also plays his part in the proceedings, don't worry.

Next up is a single-issue gem, *SSM* #71. It deals with a topic unfortunately as relevant today as it was back in 1982: gun violence. Mantlo handles it with deftness and sensitivity, careful not to preach or propagandize for either side. There are no card carrying super villains prowling the pages. This is about how real people deal with gun violence and the havoc it causes in their lives. It's an effective, introspective piece that may not change your mind on the subject, whatever it is, but it will make you think. And that's a tribute to a writer of uncommon ability.

Ed Hannigan's final penciling job is on issue #72, which begins a multi-part epic that doesn't reach its shattering conclusion until issue #79, the final tale collected herein. Rereading these classic issues, I was struck by how seamlessly Mantlo structured them. Characters weave in and out of the narrative; subplots are concluded; and Peter's personal life takes a real beating. Much of it revolves around a true triumvirate of terror: the Kingpin, the Owl and Doctor Octopus, each grasping for a doomsday device for vastly different reasons. *SSM* #72 is another really offbeat issue, chronicling a group of teenagers who masquerade as their favorite Spidey super villains, spotlighting a teen who assumes the identity of the deadly Doc Ock. This is an experimental story which could have fallen flat on its four-color face in lesser literary hands. Bill Mantlo creates a tale both funny and affecting. Beautifully done. Additionally, the Debra Whitman subplot moves into uncharted territory. The real Otto Octavius is, of course, lurking in the background, nurturing his schemes before he becomes perhaps the major player next issue and right through to the end of this *Marvel Masterworks*.

It all shifts into high gear in #73, as Daredevil's avian adversary from the early days of our horn-headed hero's career in the 1960s, the Owl, returns with a vengeance as he goes to war with that many-tentacle misanthrope Doc Ock. And much of the action occurs in of all places—the Museum of Natural History and its attendant Hayden Planetarium! And, guess what, our old buddy Boomerang is back to cause some mischief himself, even though he's not in his nifty super villain suit. You can feel the momentum inexorably building and you don't have to wait a month for the next installment. Just turn the page. Al Milgrom assumes the penciling chores with this issue and brings a compelling style to his robust visuals. It's a treat for one and all from this triple-threat talent who, in his long and storied career, has proven that he can do it all with aplomb.

The next issue focuses on the finale of the Deb Whitman subplot. She's even featured on the cover, which should give you a sense of the importance being placed on developments between her and Peter Parker. I found it a truly fascinating foray into abnormal psychology, once again a delicate subject handled deftly by Mantlo. The war between the Owl and the Octopus really jumps up a notch with the Kingpin. And there's a last page shocker that will leave you agape, returning a femme fatale whose name I won't mention. But I'll just give you a hint...*mmeeooow*.

And then there's the double-sized extravaganza that is issue #75, and it needs every page to move the action along at a breakneck pace. The nihilistic nature of what Doc Ock wants to accomplish is truly beyond the pale and quite at odds with what his owlish adversary desires, which is revelatory of both their personalities. The cover copy says "The Final Confrontation" but it really isn't despite the wrenching nature of the final few pages.

The most intense struggle between Spider-Man and his many-armed foe is neatly set up for #76-79, and it hardly disappoints. It may be the greatest battle between the two ever published, and that's saying a lot. Although issue #77 is a bit of a departure as it highlights another of Daredevil's rogues' gallery, the Gladiator, the utter relentlessness of Ock's pursuit of the web-spinner and the desire for vengeance gnawing at his innards is shocking. There's always been a question among Spideyophiles as to who is his greatest enemy. And when the votes are counted it almost always comes down to the Green Goblin or Doctor Octopus. I think Mantlo makes a compelling case of Doc Ock in these pulsating pages. The antagonism between our amazing arachnid and his tentacle tormentor reaches a fever pitch in #79. Bill scripts an issue that will leave you utterly exhausted as you bear witness to the see-saw nature of the climactic conflict. I can tell you Marvelites that if this was to be the final Doctor Octopus story, I would go away satisfied that his corrupt character had been thoroughly plumbed. And I think you'll feel similarly. It's a fitting capstone to a *Masterworks* volume you'll be pulling out frequently to reread, so keep it within easy reach on that special bookshelf, okay?

Now let's zoom right in on a man in the government's Witness Protection Program named Willie the Goat who soaks his tired feet in a small tub, never suspecting it may be his final act of relaxation because the killer who keeps coming back—just came back—for poor Willie. And he's just about to get his…goat.

Enjoy,

Ralph Macchio

2022

Ralph Macchio's tenure as a Marvel Comics editor is second only to Stan Lee. Throughout his distinguished career he has guided the creation of iconic series including Frank Miller's Daredevil, *Walter Simonson's* Thor, *the launch of the Ultimate Universe and adaptations of Stephen King's* Dark Tower *and* The Stand. *He has also written numerous titles, including* Marvel Two-In-One *and* Marvel Fanfare, *and trained generations of editors, including multiple future editors-in-chief.*

60¢ | 67 JUNE 02199

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

©1982 MARVEL COMICS GROUP

TM

PETER PARKER, THE SPECTACULAR SPIDER-MAN

ADVENTURE! MYSTERY! ROMANCE! FACE IT, FRIEND, THIS ISSUE HAS IT ALL!

EH/AM

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!®

THIS IS WILLIE THE GOAT.

BLASTED FEET--ALWAYS HURTIN'!

IN UNDERWORLD PARLANCE, WILLIE IS A RAT, A STOOL-PIGEON, A FINK.

A MAN WITH A MOUTH, THAT'S WILLIE--NOT THAT HE HAD MUCH CHOICE. THE FEDS HAD CAUGHT HIM COLD AND HE WAS FACING TEN-TO-TWENTY IN ATTICA.

THEY OFFERED WILLIE A DEAL. TALK--NAME NAMES--IMPLICATE MOB HIGHER-UPS...

BRIIING-A-RING

DAT'S DA SIGNAL!

THE JUSTICE DEPARTMENT WOULD PUT WILLIE IN ITS **WITNESS PROTECTION PROGRAM**, GIVE HIM A NEW NAME, MOVE HIM TO A NEW TOWN, FIND HIM A JOB. IT WAS AN OFFER WILLIE COULDN'T REFUSE. UNFORTUNATELY, SOMEBODY IN THE GOVERNMENT HAD A BIG MOUTH, TOO... AND WILLIE'S ADDRESS...

HEY! YOU AIN'T THE FEDS! YOU'RE--

BOOMERANG

THE KILLER WHO KEEPS COMING BACK!

WRITER ——— Bill Mantlo
PENCILS —— Edward Hannigan
INKS ——— Allen Milgrom
LETTERING ——— Jim Novak
COLORIST ——— Bob Sharen
EDITOR ——— Tom DeFalco
EDITOR-IN-CHIEF — Jim Shooter

SUNNUVA--

KA-BOOM

HOL-LEE--!

THAT'S WILLIE'S PLACE!

LET'S GO!

THE GOVERNMENT MEN HAD BEEN TIPPED OFF THAT AN ATTEMPT WOULD BE MADE ON WILLIE THE GOAT TODAY. THEY SHOULD HAVE ARRIVED SOONER, BUT THEY'D GOTTEN STUCK IN TRAFFIC.

THAT BLAST PRACTICALLY TORE THE TOP OFF THE HOUSE!

OUR INFORMANT'S GOT TO BE DEAD!

WE'LL SEE!

DON'T WASTE YOUR TIME, GENTLEMEN!

PLOK

VVIIIIPPPP

MY GUN!!

WHO--?!

HOW--?!

NAME: BOOMERANG! OCCUPATION: CONTRACT KILLER!

MODUS OPERANDI: BOMBERANGS, ROCKET-RANGS, SONIC-RANGS...

--YOU NAME IT, I'VE GOT IT--LIKE THIS LITTLE RAZOR-RANG HERE!

VVIIIPPP

THE STAIRS--!

BUZZZZZZZZ

HE'S SLICED THEM IN HALF!

AS THE GOVERNMENT MEN GO DOWN, THE RAZOR-SHARP BOOMERANG RETURNS TO ITS MASTER'S HAND.

SORRY I CAN'T STAY TO HELP CLEAN UP, BOYS--

--BUT IT'S TIME FOR MY BOOT-JETS TO BE WANDERIN'!

HE IS GONE LONG BEFORE ANYONE CAN MOVE TO STOP HIM.

SOMETIME LATER, IN A CERTAIN WEST CHELSEA APARTMENT...

RING-A-RING

ALL RIGHT, ALL READY!

RING RIIINGG

RIING RING

I'M GETTING UP! YOU CAN STOP RINGING!

RRING

OH, NO! IT *DID* STOP! THEN IT WASN'T MY ALARM CLOCK THAT WOKE ME, BUT--

--THE TELE-PHONE!

RING RING

RING

PETER? THIS IS DEBRA, AT SCHOOL. I'VE BEEN TRYING YOUR NUMBER FOR HALF AN HOUR...

MS. WHITMAN, PLEASE TELL MY TARDY TEACHING ASSISTANT HE'S MISSED HIS SCHEDULED LAB TIME -- AND *HANG UP!*

WHAT A TIME TO OVERSLEEP! DR. SLOAN, MY DEPARTMENT CHAIRMAN, SOUNDS FURIOUS!

NOW WHO?

RRIIING

MR. PARKER, I DON'T WANT TO DISCUSS WHY YOU RAN OUT ON ME DURING OUR STUDY SESSION LAST NIGHT. I JUST WANT TO TELL YOU THAT YOU LEFT YOUR BOOKS HERE.

THEY'LL BE AT THE UNIVERSITY LOST AND FOUND.

"I'M SURE A SCHOLAR LIKE YOU WILL BE IN NO HURRY TO CLAIM THEM -- "

OH, GREAT! FINAL EXAMS ARE COMING UP! WITHOUT MARCY KANE TO HELP ME STUDY, I MAY NOT MAKE IT!

RING RING

WHAT'S THIS? MORE GOOD NEWS?

PETER? JOE ROBERTSON HERE. THE DAILY BUGLE NEEDS PICTURES OF A GOVERNMENT WITNESS KILLED EARLY THIS MORNING BY... OH, YOU HAVE A CLASS?

DON'T PLEAD WITH PARKER, ROBERTSON!

IF HE CAN'T TAKE THE ASSIGNMENT, GIVE IT TO LANCE BANNON!

BANNON! HE'S GETTING ALL OF THE FREE-LANCE PHOTO ASSIGNMENTS THAT USED TO BE MINE!

RING RING RING

AGAIN? THAT DOES IT!

GO AHEAD--RUIN MY DAY SOME MORE--RAIN ON MY PARADE--SEE IF I CARE!

PETER DEAR, WHAT EVER IS THE MATTER? WHAT DID I SAY?

AUNT MAY? GEE, I'M SORRY. I DIDN'T MEAN TO SHOUT AT YOU. NO, I'M OKAY. HONEST. IT'S JUST THAT I'M A LITTLE LATE FOR CLASS...

NO, NO... I DIDN'T FORGET ABOUT TOMORROW. I KNOW THAT IT'S THE ANNIVER-SARY OF UNCLE BEN'S DEATH!

I PROMISED TO TAKE YOU TO THE CEMETERY --AND I'LL BE THERE!

IS SOMETHING WRONG, MAY DARLING?

IT'S JUST MY NEPHEW, NATHAN-- PETER HAS ALWAYS BEEN SO HIGH-STRUNG-- BUT HE SEEMS TO BE UNDER AN EXCEPTIONAL AMOUNT OF PRESSURE LATELY. I DO HOPE HE'S ALRIGHT.

I SHOULDN'T HAVE BLOWN OFF AT AUNT MAY LIKE THAT! I GUESS LAST NIGHT'S LITTLE FRACAS WITH *ELECTRO* REALLY LEFT ME WASTED!* NO WONDER I FORGOT TO REWIND MY ALARM!

*SEE LAST ISSUE!

SINCE I ALREADY MISSED MY CLASSES FOR THE DAY, I MIGHT AS WELL TAKE CARE OF SOME SPIDER-BUSINESS!

I'LL START BY TRASHING THIS RUB-BER COSTUME I CUSTOM-MADE TO INSULATE ME AGAINST ELECTRO!

OLD SHOCK SOCKS SHREDDED MY REGULAR COSTUME BEFORE I PUT HIM UNDER WRAPS!

I CAN'T GO STREAKING AROUND THE CITY IN THIS!

I GUESS IT'S TIME TO PULL OUT THE OLD NEEDLE AND THREAD!

AND SO, PETER PARKER SEWS THROUGH THE DAY...

MUCH LATER...

THREAT OR MENACE?

MAN-OH-MAN, THIS IS THE MOMENT I LIVE FOR-- HURLING MYSELF OUT INTO SPACE ON A SLENDER *WEB-LINE*, FEELING THE WIND WHIP PAST MY *MASK* THIRTY STORIES UP...

NOBODY TO BOTHER ME ABOUT SCHOOL OR STUDYING OR SNAPPING A PHOTO FOR TOMOR-ROW'S FRONT PAGE! NOT A SINGLE WORRY AT ALL!

HMMM. I WONDER IF I REMEMBERED TO HANG UP THE PHONE?

FROM A NEARBY TALL BUILDING...

...AN INCREDIBLY OBESE FIGURE LOOKS OUT AS THE SPECTACULAR SPIDER-MAN SWINGS PAST. THE WONDROUS WALL-CRAWLER IS FAR TOO DISTANT FOR HIS SPIDER-SENSE TO DETECT ONE OF HIS DEADLIEST, MOST DANGEROUS ENEMIES...

...THE KINGPIN OF CRIME!

EXCUSE ME. I WAS DISTRACTED FOR A MOMENT BY AN INSECT ON THE WINDOW.

YOU WERE SAYING--?

I HEARD YOU WERE EXPANDING YOUR OPERATIONS--AND WERE IN NEED OF CERTAIN, UM, SPECIALIZED SKILLS.

TO PROVE MY ABILITIES, I WIPED OUT A WEASEL WHO WAS ABOUT TO GO PUBLIC ON YOUR OPERATIONS.

YES. A MOST UNFORTUNATE INTERFERENCE IN MY AFFAIRS.

HUH--?!

I'D FILLED WILLIE THE GOAT WITH ENOUGH FALSE INFORMATION TO HAVE SENT THE AUTHORITIES CHASING THEIR OWN TAILS FOR A DECADE.

WITH WILLIE DEAD, THEY MIGHT ACTUALLY STUMBLE UPON THE REAL SCOPE OF MY OPERATIONS.

YOU HAVE ALWAYS BEEN A BUNGLER, BOOMERANG.

"FIRST, AS A MAJOR LEAGUE PITCHER WHO ALWAYS MISSED THE STRIKE ZONE--IF THE PRICE WAS RIGHT...

"...AND THEN, AS AN AGENT FOR THE NOW-DEFUNCT TERRORIST ORGANIZATION--THE ***SECRET EMPIRE***--YOU ALMOST LOST YOUR LIFE TO THE ***HULK***.

"AS A FREELANCE ASSASSIN, YOU RECENTLY FAILED TO KILL ***IRON FIST***, AND WERE INVOLVED IN SOME FRACAS IN THE ***S.H.I.E.L.D.*** HELI-CARRIER.

"AND THIS MORNING, YOU DESTROYED AN OPERATION IN WHICH I HAD INVESTED CONSIDERABLE TIME AND ENERGY.

I HAVE NO ROOM IN MY ORGANIZATION FOR FAILURES, BOOMERANG.

THEN I'LL JUST HAVE TO *MAKE* ROOM, FAT MAN--

SWOK

--BOOMERANG-STYLE!

CHOK

SHUV

THOK

CHUD

IMPRESSIVE. MOST IMPRESSIVE. IN YOUR HANDS, YOUR BOOMERANGS BECOME INSTRUMENTS OF UNCANNY, DEADLY ACCURACY.

BUT NEITHER WEAPONS, NOR INHERENT ABILITY, MAKE THE MAN AS BULLSEYE--ONE OF MY FORMER EMPLOYEES--DISCOVERED TO HIS DISMAY.*

*SEE DAREDEVIL #181!

WHY, YOU POMPOUS PILE OF LARD! I'M BETTER THAN BULLS-EYE EVER WAS!

EVEN HE NEVER DARED GO UP AGAINST THE *KINGPIN* HIMSELF!

TRUE. THAT IS BECAUSE BULLSEYE, HOWEVER PSYCHOTIC HE MAY HAVE BEEN--

--WAS NOT STUPID--

--OR SUICIDAL.

HOWEVER, YOU MAY PROVE USEFUL.

SKAK!

SPIDER-MAN HAS ALWAYS BEEN A THORN IN MY SIDE. BRING ME HIS CORPSE--AND I MAY FIND ROOM FOR YOU IN MY ORGANIZATION.

I HEARD DAREDEVIL WAS ALSO HASSLING YOU. WHAT ABOUT HIM?

IF YOU SURVIVE SPIDER-MAN, I MAY SEND YOU AFTER OTHERS.

SURVIVE THE WEB-SLINGER? I'LL CREAM HIM!

YOU'RE ON, KINGPIN! IF IT'S SPIDER-MAN YOU WANT--*HE'S YOURS!*

BOOT-JETS LOFT THE WOULD-BE HIRELING AWAY FROM THE KINGPIN'S SKYSCRAPER HEADQUARTERS...

...WHERE, IN HIS WAKE, THE CORPULENT MASTER CRIMINAL ADDRESSES HIS SOMEWHAT ABASHED BODYGUARDS.

I TRUST YOU GENTLEMEN ARE THOROUGHLY ASHAMED OF YOURSELVES?

BOOMERANG'S FAST AS LIGHTNING, BOSS, BUT YOU *KNOW* SPIDER-MAN'S EVEN FASTER!

THAT FANCY FLINGER DOESN'T STAND A CHANCE AGAINST THE WEB-SLINGER!

GENTLEMEN, IN THIS ONE INSTANCE, I FEEL I MAY SAY WITH THE UTMOST CONFIDENCE THAT YOU ARE INDUBITABLY...

...RIGHT.

LATE AFTERNOON, AS PETER PARKER WALKS ACROSS THE CAMPUS OF EMPIRE STATE UNIVERSITY...

I'VE BEEN THINKING ABOUT GIVING UP MY TEACHING ASSISTANTSHIP. I LEAD TOO MANY LIVES.

GRAD STUDENT. PHOTOJOURNALIST. SUPER HERO. IT'S A WONDER I'M ALIVE AT ALL.

HEY! THERE'S MARCY KANE!

WELL, IF IT ISN'T THE SUPER-SCHOLAR--THE RESIDENT GENIUS WHO NEVER NEEDS TO STUDY!

MARCY--ABOUT THE OTHER NIGHT--I CAN EXPLAIN...

DON'T BOTHER, PETER. I *KNOW* WHY YOU RAN OUT ON ME.

YOU LEFT TO TAKE PICTURES OF ELECTRO MENACING THE CITY. I SAW THEM IN THE DAILY BUGLE TODAY.

THE PICTURES WERE GOOD, PETER--VERY GOOD. YOU HAVE A PROMISING CAREER AS A PHOTOJOURNALIST. UNFORTUNATELY, THAT'S NOT WHAT YOU'RE STUDYING TO BE.

AND I CAN'T WASTE MY TIME TUTORING SOMEONE WHO ISN'T SERIOUS ABOUT A CAREER IN SCIENCE. IT WOULDN'T BE FAIR...TO ME.

MARCY WANTS TO GRADUATE WITH HONORS--TO GET INTO RESEARCH--AND MAKE A NAME FOR HERSELF IN THE SCIENTIFIC COMMUNITY.

THAT'S SUPPOSED TO BE WHAT *I* WANT, TOO--

--BUT IS IT?

MR. PARKER--YOU FINALLY MADE IT TO SCHOOL TODAY?

MR. PARKER, YOU MISSED YOUR SESSION IN THE LAB THIS MORNING -- WHEN ANOTHER STUDENT COULD HAVE USED THAT VALUABLE TIME.

I'M SORRY, DR. SLOAN. IT WON'T HAPPEN AGAIN!

INDEED IT WON'T.

YOU HAVE A NATURAL APTITUDE FOR SCIENCE, PARKER. YOU'VE COASTED UNTIL NOW. BUT GRADUATE WORK REQUIRES TOTAL ABSORPTION AND DISCIPLINE.

IF YOU CANNOT APPLY YOURSELF MORE DILIGENTLY, PERHAPS WE SHOULD CONSIDER MAKING ROOM FOR SOMEONE WHO CAN.

I WANT TO SUCCEED AT SCHOOL -- I REALLY DO!

BUT HOW CAN I POSSIBLY LIVE UP TO EVERYONE'S EXPECTATIONS OF ME?

I'M ONLY ONE PERSON -- OR I *WAS* -- UNTIL A RADIOACTIVE SPIDER WENT AND COMPLICATED THINGS!

EXIT

NOW I'M JUGGLING MORE LIVES THAN A CAT --

-- AND IT'S ALL *YOUR* FAULT!

PROPERTY OF ESU

IF IT WEREN'T FOR YOU, I'D HAVE TIME TO STUDY -- TO MAKE FRIENDS -- TO GET SOMEWHERE IN THE WORLD! YOU HAVE IT EASY, DON'T YOU?

YOU SOLVE EVERY THING WITH YOUR --

SPLAT!

--FISTS!

PETER, I HEARD A HORRIBLE CRASH! ARE YOU ALL RIGHT?

DEBRA!

I CAN'T LET HER SEE WHAT MY SPIDER-STRENGTH DID TO THIS LOCKER!

IT WAS--ER--NOTHING, DEB! I-I JUST COULDN'T GET MY LOCKER OPEN, AND--

DID YOU HURT YOUR HAND?

DEB, THE LAST THING I NEED RIGHT NOW IS SOMEBODY HOVERING OVER ME LIKE A DEN MOTHER!

BUT, I DIDN'T MEAN--

I-I'M SORRY, PETER! I ONLY WANTED TO HELP!

I DIDN'T WANT TO UPSET HER--

--BUT THAT WAS THE ONLY WAY TO GET RID OF HER! BLAST!

THE REST OF PETER PARKER'S DAY AT SCHOOL IS NOT MUCH BETTER...

MR. PARKER, YOU ARE WOEFULLY UNPREPARED IN BIOPHYSICS!

MR. PARKER, THIS IS ADVANCED CALCULUS--NOT BASIC MATH!

MR. PARKER!

MR. PARKER!

MR. PARKER, THOSE *ARE* DANGEROUS CHEMICALS YOU'RE MIXING!

MR. PARKER!

MR. PARKER!

MR. PARKER!

MR. PARKER!

MR. PARKER!

MR. PARKER!

THAT'S IT! I MANAGED TO SURVIVE MY LAST CLASS! NOW I'VE GOTTA GET OUT OF HERE--

MR. PARKER!

MR. PARKER!

MR. PARKER!

--AND SALVAGE WHAT'S LEFT OF MY EGO!

THE BEST WAY I KNOW OF RECHARGING MY BATTERIES IS TO GO SWINGING INTO THE SUNSET ON MY TRUSTY WEB-LINE!

PERHAPS INADVERTENTLY, THE AMAZING ARACHNID SWINGS PAST THE **DAILY BUGLE** BUILDING...

...WHERE THE MAN CALLED **BOOMERANG** HAS BEEN IMPATIENTLY AWAITING HIM THE BETTER PART OF THE DAY!

WORD ON THE STREET HAD IT THAT THE WALL-CRAWLER'S USUALLY SEEN IN THIS VICINITY! SO I STAKED THE PLACE OUT!

HEY! MAYBE THE BUGLE'S PUBLISHER, JAMESON, *PAYS* SPIDER-MAN FOR ALL THOSE *"SPIDER-MAN MENACE"* HEADLINES THAT SELL HIS NEWSPAPER!

THAT'S NO BUSINESS OF MINE! TOMORROW'S HEADLINES ARE GOING TO READ: *"SPIDER-MAN...DEAD!"*

SURE OF HIS TARGET, BOOMERANG LETS FLY TWIN SHATTER-ANGS!

SPIDER-SENSE SUDDENLY STARTED SCREAMING LIKE A FOUR-ALARMER! WHAT--?!

BOOMERANGS?! SOMEBODY'S ATTACKING ME WITH BOOMERANGS?!!

AW, C'MON! IT'S GOTTA BE SOME KINDA JOKE--

--BUT IT'S NOT!

LET'S SEE, IF I WERE IN THE FF OR THE AVENGERS I'D RUN TO MY COMPUTERS TO LEARN MY ATTACKER'S IDENTITY!

BUT I ALREADY KNOW WHO HE IS!

BOOMERANG --THE VILLAIN WHO ALWAYS COMES BACK!

THAT'S MY LINE, WALL-CRAWLER! AND SOON YOU WON'T HAVE ANY LINES AT ALL!

OH, MEWCY ME--A THWEAT!

IS DA BIG BAD SUPER-VIWWAIN GONNA PUT DIS WIDDOW TWEETY-SPIDER ON ICE?

SKREEEE

YOU MISSED!

BOY, THIS IS SOME SPECIALTY ACT YOU'VE GOT HERE, BOOMIE!

EEEEEEEEEEEEEEEEEEEEE

IF I'D INTENDED FOR MY LITTLE TOYS TO STRIKE YOU, YOU'D BE COLD MEAT, SPIDER-MAN!

MY *SCREAMER-ANGS* WERE MEANT TO ENCIRCLE YOU WITHIN A WAILING WALL OF SOUND!

MAYBE YOU'D BETTER GO BACK TO THE MINORS AND BRUSH UP ON YOUR AIM!

EEEEEEEEEEEEEEEEEEEE

POUF!

UH-OH! BOOMERANG GAVE UP HIS PLAY-THINGS TOO EASILY-- AND MY TRUSTY SPIDER-SENSE IS TRYING TO WARN ME OF--

GAS!!

CARE TO MAKE ANY CRACKS ABOUT MY *E.R.A.* NOW, WALL-CRAWLER?

MY *EARNED REVENGE AVERAGE!*

IN CASE YOU HADN'T NOTICED--

--I THREW YOU A *CURVE!*

BLASTED GAS... SLOWING MY... REACTION TIME!

GOTTA... GET AWAY FROM... BOOMERANG... LONG ENOUGH TO... CLEAR MY HEAD!

SPIDER-MAN FALLS AWAY INTO SPACE-- AWAY FROM HIS FOE...

EUREKA! THE RUSHING AIR CLEARED THE GAS FROM MY LUNGS! NO MORE COBWEBS--

--AND I'M BACK IN THE BALL GAME!

UH-OH! THERE GOES MY SPIDER-SENSE AGAIN! BOOMERANG WASN'T RESTING BETWEEN INNINGS!

SWIIK

YOW! A WILD PITCH!

HERE COMES ANOTHER ONE --

--AND I'M NOT EVEN IN THE BATTER'S BOX!

MEANWHILE, IN A NEARBY OFFICE IS A CERTAIN IRASCIBLE NEWSPAPER PUBLISHER...

SPIDER-MAN--UNDER ATTACK OUTSIDE MY WINDOW?!

MS. GRANT! GET A PHOTOGRAPHER IN HERE!

LANCE BANNON IS ON HIS WAY, MR. JAMESON!

CANCEL THAT LAST ORDER, MS. GRANT! THEY'RE NO LONGER BATTLING OUTSIDE!

JONAH JAMESON — PUBLISHER

SMASH

WOK

CRAK

THEY'RE HERE!

CHUK

BRINGING THE BATTLE INDOORS WON'T SAVE YOU, SPIDER-MAN!

I DON'T KNOW! YOU HAVE LESS ROOM TO TOSS YOUR TERROR-TOYS IN HERE, BOOMIE!

WHO'S SPIDER-MAN FIGHTING?

BOOMERANG--THE KILLER WHO RUBBED OUT THAT GOVERNMENT STOOLIE THIS MORNING!

BOOMERANGS ARE NOT MY ONLY WEAPONS!

UH-OH! AT CLOSE QUARTERS, HIS *BOOT-JETS* COULD FRENCH-FRY ME!

AND I'M THE GENIUS WHO FIGURED I'D HAVE THE ADVANTAGE INDOORS! HUH... LANCE BANNON?! I'M RISKING *MY* LIFE... WHILE *HE* MAKES MONEY TAKING PICTURES?!

HEY, BOOMERANG!

LET'S PLAY OUTSIDE!

KPOW!!

HOW'D HE RECOVER SO FAST? I THOUGHT I HAD HIM OUT ON A FULL COUNT!

UH, EXCUSE ME, SHUTTERBUG-- YOU'RE IN BETWEEN ME AND THE WINDOW!

MY CAMERA!!

BWAK

SORRY! ACCIDENTS *WILL* HAPPEN!

I'LL BUY BANNON A NEW CAMERA LATER, BUT NOW--

I NEED TO SCORE A BIG WIN AGAINST YOU--

BOOMERANG, IT'S JUST YOU AND ME AGAIN! DO YOU MIND IF I ASK YOU SOMETHING PERSONAL? *WHAT DO YOU WANT FROM ME??!!!*

--TO GET TO PLAY ON THE *KINGPIN'S* TEAM!

YOU MEAN THIS IS JUST AN *EXHIBITION GAME?!!*

BOOMERANG, YOU HAVE JUST MADE THIS LITTLE WEB-SLINGER VERY, VERY *MAD!*

G-GET OFF ME! MY BOOT-JETS WON'T SUSTAIN BOTH OUR WEIGHTS! WE'LL--

--*FALL!*

WRONG. *YOU'LL* FALL.

I'LL LEAP TO SAFETY.

:TSSK.: LOOKS LIKE YOU'VE LOST ALL OF YOUR TOYS.

I OVERHEARD SOMEBODY INSIDE THE BUGLE OFFICES MENTION THAT YOU COMMITTED A MURDER THIS MORNING. WAS THAT A TRYOUT FOR THE KINGPIN, TOO?

YES, ONLY IT WASN'T GOOD ENOUGH--! :*WHUNNFF!*:

SO THE FAT MAN SICCED YOU ON ME--AND LIKE AN EAGER LITTLE BEAVER YOU OBEYED?

IF YOU'D COME AFTER ME FOR ANY ***OTHER*** REASON, BOOMERANG, I MIGHT HAVE BEEN INCLINED TO BE CHARITABLE. AS IT IS...

MEANWHILE, FROM AN ALLEYWAY FAR BELOW, A CARLOAD OF THE KINGPIN'S GUN-SEL'S OBSERVE THE ROOFTOP BATTLE...

WHO'S WINNING?

WHO DO YOU THINK?

SPIDER-MAN'S BEATING THE LIVING SPIT OUTTA BOOMERANG.

JUST LIKE THE BOSS SAID HE WOULD. ALL RIGHT, WE KNOW WHAT TO DO NOW.

LET'S GO.

AWARE THAT FATE IS CLOSING IN ON HIM, BOOMERANG ATTEMPTS TO ESCAPE...

WITHOUT MY BOOMERANGS, I DON'T STAND A CHANCE AGAINST SPIDER-MAN!

GOING SOME-WHERE, KILLER?

THWAP

NOT WITH A GLOB OF MY WEBBING GUMMING UP YOUR BOOT-JETS!

YOU'RE TOO OVERCONFIDENT, SPIDER-MAN! YOU ONLY CLOGGED ONE JET--THE OTHER WILL SIZZLE YOU!

BLAST! I DID GET COCKY! BOOMER-ANG'S BROKEN FREE!

BUT WITH ONLY ONE BOOT-JET WORKING PROPERLY, THE KILLER WHO ALWAYS COMES BACK WON'T GET TOO FAR...

GOT TO SET DOWN AND TRY TO GET LOST IN THE SHADOWS! IT'S MY ONLY CHANCE!

BOOMERANG'S RUNNING SCARED--LIKE A RAT IN A MAZE!

HUH? A CAR ENTERING THE ALLEY?

BOOMERANG--THE *KINGPIN* SENT US AFTER YOU.

Y-YOU MEAN, HE'LL TAKE ME INTO HIS ORGANIZATION EVEN THOUGH I FAILED TO HOLD MY OWN AGAINST SPIDER-MAN?!

NOT EXACTLY, HOTSHOT.

THOSE GOONS ARE BRINGING OUT THEIR HARDWARE!

I DON'T NEED MY *SPIDER-SENSE* TO KNOW THAT BOOMERANG'S IN BIG TROUBLE!

YOU USED TO BE A BIG-LEAGUE BALL PLAYER, BOOMERANG. YOU OUGHTTA KNOW THE SCORE.

YOU'VE HAD YOUR INNING--AND YOU'VE STRUCK OUT.

FIRST STRIKE WAS KILLING WILLIE--SECOND WAS AFFRONTING THE BOSS--THIRD WAS BLOWING IT AGAINST SPIDER-MAN.

KINGPIN DIDN'T SEND YOU--YOU CAME ON YOUR OWN, TO GET *BACK* AT ME FOR EMBARRASSING YOU IN FRONT OF HIM! IF I HAD MY BOOMERANGS...

THAT'S THE BALLGAME, HOTSHOT.

BUT YOU DON'T, DO YOU?

HEY! WHERE'D THEY COME FROM--?!

BRATTATATATA

TATATATATAT

IT SEEMS SOME GUARDIAN ANGEL IS GIVING ME ANOTHER CHANCE ON THE MOUND!

AND, YOU KNOW, I USED TO STOP 'EM DEAD ON *SHORT RELIEF!*

CRAK

GEEZ! YOU--

CRAK

--BROKE MY--

SPAK

--WRIST!!!

NOW, GENTLEMEN, YOU MAY APPLAUD-- IF YOU CAN!

ALAS, I CAN'T STAY TO HEAR IT...!

SORRY, BOOMERANG, BUT YOU'RE NOT GOING ANYWHERE.

SPIDER-MAN! OH NO, NOT AGAIN...

INDEED, SOMETIME LATER...

WHEEOOB

WOW! THAT ANONYMOUS TIP WE GOT WAS RIGHT! IT'S *BOOMERANG* AND THREE OF THE KINGPIN'S HIRED GUNS!

WHAT A HAUL!

I DON'T GET IT! WHY'D SPIDER-MAN TOSS ME MY BOOMERANGS IF HE MEANT TO TURN ME IN? HE COULD HAVE LET KINGPIN'S GOONS KILL ME!

MAYBE HE WANTED THE *LAW* TO PUNISH YOU, KILLER.

THAT'S ONE REASON, BUT I ALSO WANTED TO TAKE THIS PICTURE--

--FOR THE FRONT PAGE OF TOMORROW'S DAILY BUGLE! LANCE BANNON, EAT YOUR HEART OUT!

I'M ENTITLED TO *SOMETHING* AFTER ALL THE GARBAGE I HAD TO TAKE!

FROM A DARKENED OFFICE, AN OBESE FIGURE WATCHES SPIDER-MAN SWING INTO THE NIGHT. THE FAT MAN IS NOT CONCERNED WITH BOOMERANG'S FAILURE.

HE KNOWS THAT WHEN HIS FINAL CONFRONTATION WITH SPIDER-MAN TAKES PLACE...

...IT WILL BE THE *KINGPIN* WHO EMERGES VICTORIOUS.

END

60¢ | 68 JULY 02199

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

©1982 MARVEL COMICS GROUP

TM

PETER PARKER, THE SPECTACULAR SPIDER-MAN®

"VENGEANCE!" CRIES THE ROBOT-MASTER!

HANNIGAN
MILGROM

HUH HUH HUH

DAILY

PHONE

CAN'T RUN ANY FARTHER! GOT TO... SLOW DOWN! GOT TO... STOP!

I PRAY I'VE PUT ENOUGH DISTANCE BETWEEN MYSELF... AND *HIM!*

ON THE FRIGHTENED MAN'S NECK, A TINY IMPLANTED TELEVISION CAMERA FLICKERS AND PULSES.

MUST REPORT IN--BEFORE IT'S TOO LATE!

PHONE

*TREMBLING FINGERS FUMBLE FOR A DIME WHILE **WARY** EYES SEARCH FOR ANY SIGN OF PURSUIT...*

GOTTA CALL RAYDER!

C'MON, BLAST IT!

YEEAGGHH!

YOU SHOULDN'T HAVE TRIED TO BETRAY ME, DANVERS. I TOLD YOU THAT I COULD FIND YOU ANYWHERE.

*... AND, FOLLOWING A COLD MECHANICAL VOICE, TAKE THE SHORTEST ROUTE BACK TO THEIR **MASTER!***

RETURN HOME, MY TOYS. YOUR WORK TONIGHT IS DONE.

*AND THEN, IN LESS TIME THAN IT TAKES TO DIAL A CALL, THE FRIGHTENED GENTLEMAN... **DIES!***

*TINY ELECTRONIC **BORERS** EMERGE FROM THE DEAD MAN'S EAR...*

CLICK

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!®

HELL HATH NO FURY LIKE A ROBOT SCORNED!

QUEENS, NEW YORK. IN A WINDSWEPT CEMETERY, AN ANNIVERSARY VIGIL IS HELD...

PETER, THERE ARE TIMES WHEN I MISS YOUR *UNCLE BEN* SO MUCH--TIMES LIKE THESE.

I KNOW, AUNT MAY.

GRANT

BEN PARKER

"BELOVED HUSBAND OF MAY PARKER MAY HE REST IN PEACE

CAP. BERTRAM WITHERBIE 1891-1920 LOST IN A FOG

BONTECOU

A SHORT DISTANCE AWAY, **NATHAN LUBINSKI** MAINTAINS A RESPECTFUL SILENCE, AND DISTANCE.

BILL MANTLO SCRIPTER * LUKE McDONNELL LAYOUTS * JIM MOONEY FINISHER * DIANA ALBERS LETTERER * BOB SHAREN COLORIST * TOM DeFALCO EDITOR * JIM SHOOTER BOSS

ACROSS THE WIDE GULF OF GENERATIONS, THIS YOUNG MAN AND HIS AGED AUNT ARE BOUND BY TIES OF MUTUAL LOVE, OF MUTUAL GRIEF...

BEN WAS ALWAYS A PILLAR OF STRENGTH, PETER.

I REMEMBER OUR WEDDING DAY...

BEN PARKER, I FEEL WEAK IN THE KNEE.

LEAN ON ME, MAY-- I'LL ALWAYS BE HERE.

PROMISE ME, BEN? PROMISE?

"HE PROMISED. YOUR FATHER-- *RICHARD PARKER*, BEN'S YOUNGER BROTHER--WAS HIS BEST MAN."

NOW, THEY'RE BOTH GONE.

I WAS ONLY A BABY WHEN MY MOTHER AND FATHER DIED. YOU AND UNCLE BEN TOOK ME IN...

"AND RAISED ME LIKE THE SON YOU'D NEVER HAD."

HAVE SOME MORE WHEATCAKES, PETEY!

DON'T FATTEN HIM UP TOO MUCH, MAY DEAR.

PETER'S MIND CONTINUES TO DRIFT, AND HE RECALLS A MOST FATEFUL DAY--A DAY WHEN HE WAS BITTEN BY A RADIOACTIVE SPIDER--

-- AND FOUND HIMSELF POSSESSED OF THE PROPORTIONAL STRENGTH AND AGILITY OF A HUMAN SPIDER!

DESIGNING A COSTUME, HE BECAME THE AMAZING SPIDER-MAN! BUT, ONE DAY WHILE HE WAS OUT SHOWING OFF...

THIS BURGLAR KILLED *UNCLE BEN!*

I HAD THE *POWER* TO STOP HIM --BUT I DIDN'T!

IT'S *MY FAULT* THAT UNCLE BEN IS DEAD! THAT GUILT HAS HAUNTED ME FOR YEARS.

THAT'S WHEN I LEARNED THAT... WITH GREAT POWER COMES GREAT RESPONSIBILITY.

PENNY FOR YOUR THOUGHTS, MAY

OH, I JUST SEEM TO SORT THINGS OUT WHENEVER I COME HERE, NATHAN.

I WISH I DID!

PARKER

MY LIFE SEEMS SO CONFUSED THESE DAYS. I'VE BEEN JUGGLING *FOUR LIVES*...

FREELANCE PHOTO-GRAPHER FOR THE DAILY BUGLE-- GRADUATE STUDENT-- TEACHING ASSISTANT-- AND OF COURSE, *SPIDER-MAN!*

MY GRADES HAVE BEEN SLIPPING LATELY--

--AND MY DEPARTMENT CHAIRMAN'S THREATENED TO TAKE AWAY MY TEACHING ASSISTANTSHIP IF THEY GET ANY WORSE.

THAT JOB PAYS MY TUITION!

EVERY PENNY I GET FROM MY NEWSPAPER WORK GOES FOR MY RENT, MY LIVING EXPENSES, AND TO AUNT MAY'S MEDICAL CARE.

PETER, MAY I ASK SOMETHING OF YOU?

ANYTHING, AUNT MAY! YOU KNOW THAT!

NATHAN AND I HAVE DECIDED TO LEAVE THE RESTWELL NURSING HOME--TO RETURN TO MY OLD HOUSE, WHERE YOU GREW UP.

THE PLACE IS IN SHAMBLES NOW, BUT IT CAN BE FIXED UP.

WE PLAN TO TURN IT INTO A "HALF-WAY HOUSE" FOR SENIOR CITIZENS-- LIKE US.

AND YOU NEED MY HELP?

JUST A LOAN, PETER-- TO GET STARTED. WE'LL PAY YOU BACK.

DON'T WORRY, AUNT MAY-- I *OWE* YOU MORE THAN I CAN EVER POSSIBLY REPAY.

THE BOY SEEMS TROUBLED, MAY.

MAYBE I SHOULDN'T HAVE ASKED HIM FOR THE MONEY, NATHAN. PETER SEEMS TO HAVE SO MUCH ON HIS MIND LATELY.

DON'T BABY HIM, MAY, DEAR. I'M SURE HE CAN TAKE CARE OF HIMSELF.

FAIRLAWN TEC

BOY, AUNT MAY NEVER STOPS PLUGGING! A HALFWAY HOUSE FOR SENIORS!

I HAVE TO HELP HER RAISE THE MONEY SHE NEEDS! BUT HOW--?

SUDDENLY, A FAMILIAR TINGLE INTRUDES ON PETER PARKER'S REVERIE...

MY *SPIDER-SENSE* ALERTING ME TO DANGER--!

STROMM

DESECRATION! DESECRATION!

UH-OH! THREE PEOPLE BEATING UP AN *OLD MAN!*

NO TIME TO CHANGE INTO COSTUME!

YOU THERE! STOP IT!

RAYDER, TELL ABDUL TO PUT THAT GUN AWAY!

YOU HEARD RACHEL, ABDUL! WE DON'T WANT ANYONE HURT!

EFFENDI, YOU WOULD DO BETTER NOT TO INTERFERE--

:UFF:

THAT'S WHAT YOU THINK! IN NEW YORK THEY GIVE ***MEDALS*** TO "GOOD SAMARITANS"!

I'D HOPED THEY'D RUN ONCE THEY KNEW THEY'D BEEN SPOTTED, BUT THESE AREN'T ORDINARY MUGGERS!

I CAN'T LEAVE WHILE THE OLD MAN'S STILL IN DANGER!

MY ONLY WORRY IS HOW TO SUBDUE THESE THREE--

--WITHOUT LETTING ON THAT I'M *SPIDER-MAN!*

H-HOW'D YOU KNOW I WAS BEHIND YOU?!

MY BUILT IN *SPIDER-ALARM* WARNED ME, BUT I CAN'T TELL YOU THAT!

WHAT KIND OF BUFFOONS HAVE I ALLIED MYSELF WITH? NO CIVILIAN SHOULD BE ABLE TO DOMINATE THREE TRAINED *AGENTS!*

AGENTS? WHAT KIND OF AGENTS?? UH-OH, THAT'S NO ORDINARY COMPACT!

OH, *NO!* MY SHOES ARE SLIPPING ON THE WET GROUND-- CAN'T LEAP AWAY!

I AM SORRY-- BUT YOU LEFT ME NO CHOICE!

GAS!!

PWOOF

CAN'T...STOP THEM! IF ONLY I WERE WEARING.. MY *WEB-SHOOTERS!* THEY'RE GETTING AWAY!

FAIR

THANK YOU, YOUNG MAN. YOU PREVENTED THOSE THREE FROM DEFILING MY BROTHER'S CRYPT.

SPIDER-SENSE TINGLING??

THERE'S SOMETHING FAMILIAR ABOUT THIS GUY!

I DO NOT KNOW!

WHAT WERE THEY AFTER? WHY WOULD ANYONE ROB A CRYPT IN BROAD DAYLIGHT?

LATER, AFTER THE OLD MAN HAS LEFT TO REPORT THE INCIDENT TO THE POLICE...

THE GIRL SAID SHE AND THE OTHERS WERE AGENTS.

HMM! ONE OF THEM DROPPED THIS!

IT'S A WALLET-- WITH I.D.!

THE *FEDERAL BUREAU OF INVESTI-GATION??*

F.B.I.

SINCE WHEN DO *THEY* ROB GRAVES? AND WHOSE GRAVE...

PROFESSOR MENDEL STROMM

OH, WOW! THERE IS NO WAY I COULD EVER FORGET THAT NAME!

SOME HOURS LATER, ON THE CAMPUS OF EMPIRE STATE UNIVERSITY...

MENDEL STROMM. I NEVER THOUGHT I'D HEAR THAT NAME AGAIN!

STROMM WAS A SCIENTIFIC GENIUS WHO WAS CAUGHT EMBEZZLING FUNDS FROM THE COMPANY HE WORKED FOR...

"UPON HIS RELEASE FROM PRISON, STROMM SWORE REVENGE ON HIS FORMER EMPLOYER...

"--AND CREATED KILLER ROBOTS TO GET IT FOR HIM.

"BUT THEN, JUST AS STROMM WAS ABOUT TO SURRENDER, MY SPIDER-SENSE ALERTED ME TO..."

DANGER! THERE'S SOMEONE AT THE WINDOW!

"THAT'S WHEN I ENTERED THE PICTURE... AND PUT AN END TO STROMM'S PLANS...

I SHOVED STROMM OUT OF THE LINE OF FIRE, BUT HIS FRIGHT CAUSED HIS WEAK HEART TO FAIL.*

*SPIDER-MAN #37.

I LATER LEARNED THAT STROMM'S EMPLOYER WAS SECRETLY ONE OF MY GREATEST ENEMIES--A MANIAC CALLED THE ***GREEN GOBLIN!***

HEY, PETE! HOW'S IT GOING?

HE'S IGNORING US, PHIL!

THAT FIGURES.

I DON'T KNOW WHERE PETER PARKER'S MIND IS THESE DAYS, BUT IT'S CERTAINLY NOT ON SCHOOL OR HIS SCHOOLMATES

MARCY, I THOUGHT YOU WERE HELPING PETER WITH HIS STUDIES! WHAT HAPPENED?

MR. PARKER THINKS HE CAN MAKE IT ON HIS OWN -- WITHOUT HELP FROM ANYBODY. HE'LL LEARN DIFFERENTLY.

UNAWARE THAT HE HAS OFFENDED HIS FELLOW TEACHING ASSISTANTS AND, MORE ESPECIALLY MARCY KANE, PETER PARKER PROCEEDS TO THE E.S.U. PHYSICS BUILDING...

WHY IS THE F.B.I. STILL INTERESTED ENOUGH IN STROMM TO ATTEMPT TO ROB HIS GRAVE?

AND WHERE'D STROMM'S ***BROTHER*** SUDDENLY COME FROM?

PHYSICS BLDG

*INSIDE THE PHYSICS BUILDING, PETE IS ACCOSTED BY **DEBRA WHITMAN**...*

PETER! YOU MUSTN'T BE HERE--NOT NOW!

WHAT'S WRONG? IS DR. SLOAN ON THE WARPATH AGAIN?

NO! IT'S GOT NOTHING TO DO WITH YOUR SCHOOLWORK!

IT--IT'S ***BIFF!***

YOUR BOYFRIEND?

YES! HE CAME ALONG AFTER YOU UPSET ME YESTERDAY, AND NOW HE'S OUT FOR BLOOD!

I UPSET YOU?? HOW?!

PETER, I WANT TO TALK TO YOU!

BIFF!

WHERE DO YOU GET OFF MAKING MY LADY CRY, PARKER?

RIFKIN, I HAVEN'T THE THE FOGGIEST IDEA WHAT FANTASIES DEB'S BEEN TELLING TO YOU... BUT THEY DON'T CONCERN ME!

FANTASIES? NO! I--I SAW PETE SMASH A SCHOOL LOCKER TO PIECES...WITH HIS BARE HANDS! I DIDN'T TELL HIM I SAW IT--BUT WHEN I TRIED TO TALK TO HIM ABOUT IT, HE BRUSHED ME OFF!*

I DON'T LIKE YOUR ATTITUDE, PARKER!

*LAST ISH!

AND I DON'T LIKE NEANDERTHALS WHO THINK WITH THEIR MUSCLE, RIFKIN! *GET OFF MY SHIRT!*

PETER, NO!

FWAP

UHNNGH!

I SAW THAT, MR. PARKER! WOULD YOU STEP INTO MY OFFICE, PLEASE?

DR. SLOAN?!

I MUST BE OUT OF MY MIND! I COULD HAVE KILLED RIFKIN--

--IF I'D USED EVEN THE SMALLEST IOTA OF MY *SPIDER-POWER!*

SECONDS LATER...

DON'T TALK, MR. PARKER-- JUST LISTEN.

YOU'RE NOT THE FIRST GRADUATE STUDENT TO SUCCUMB TO THE STRAIN--AND YOU WON'T BE THE LAST.

IT'S ALWAYS THE BRIGHTEST WHO SUFFER THE MOST. YOU'RE OVERTIRED, SON. YOU'RE DOING TOO MUCH. HAVE YOU CONSIDERED OUR LAST CONVERSATION?

ABOUT GIVING UP MY TEACHING ASSISTANT-SHIP TO DEVOTE MORE TIME TO MY STUDIES?

YES, SIR! I-I GUESS IT'S THE ONLY WAY, SIR.

NOW, I'LL JUST HAVE TO TAKE TWICE AS MANY PICTURES FOR THE DAILY BUGLE TO MEET MY EXPENSES!

SWELL!

AND, AS PETE LEAVES DR. SLOAN'S OFFICE...

WH-WHAT'D HE HIT ME WITH, DEB?

HIS FIST! STAY HERE, BIFF!

I'LL TALK TO PETER!

ROOF

WHERE DOES PETER PARKER GET THE STRENGTH TO SHRED STEEL LOCKERS... OR BOUNCE A BODYBUILDER LIKE BIFF?!

I'VE ALWAYS SUSPECTED THAT SOME DEEP SECRET KEPT PETER FROM EVER GETTING CLOSE TO ME!

I MUST KNOW WHAT IT IS!

EXIT

HOWEVER, WHEN DEBRA REACHES THE ROOF...

SPIDER-MAN??

IT--IT CAN'T BE!!

CAN IT??

AS SUSPICION GROWS IN DEBRA WHITMAN'S MIND, A COSTUMED PETER PARKER OBLIVIOUSLY SWINGS AWAY...

DR. SLOAN'S RIGHT! PETER PARKER IS UNDER A LOT OF PRESSURE--

--BUT NONE OF THAT SEEMS TO MATTER WHEN I CUT LOOSE AS *SPIDER-MAN!*

I WASN'T PAYING ATTENTION WHEN I STRUCK OUT AT BIFF--BECAUSE I WAS STILL WONDERING WHAT THE F.B.I. WAS DOING AT STROMM'S GRAVE!

AND I'LL ONLY FIND OUT IF I *ASK* THEM!

THIS IS THE *ADDRESS* I FOUND IN THAT AGENT'S WALLET--BUT IT LOOKS LIKE THEY'VE ALREADY GOT *COMPANY!*

KEEP AWAY FROM ME!

POW

PTOW

THE *LADY AGENT* IS BEING MENACED BY... A *ROBOT!*

I GUESS SHE WON'T MIND IF I DROP IN!

HEADS UP, YOU HOVERING HOLO-CAUST!

WH-WHO ARE YOU? ARE YOU IN LEAGUE WITH THAT...THAT THING??

YOU DON'T RECOGNIZE ME? YOU MUST NOT BE FROM NEW YORK!

I'M *SPIDER-MAN*--GUARDIAN ANGEL OF THE BIG APPLE! CHECK OUT ANY ISSUE OF THE *DAILY BUGLE*--IT'LL TELL YOU!

I HELP THE HELPLESS AND DEFEND THE DEFENDLESS!

I ALSO DO PARTIES, BAR MITZVAHS, WEDDINGS...!

SKASH!

AND, WHEN I TOSS 'EM DOWN--THEY USUALLY *STAY* DOWN!

SKREEE

BUT YOUR STAINLESS STEEL PLAYMATE ISN'T THE NORM!

I SEEM TO HAVE KNOCKED A PIECE *OFF* HIM DURING OUR SCUFFLE!

IT'S SOME KIND OF BLASTER!

IF I ONLY CAN FIGURE OUT HOW IT WORKS--!

UH, YOU WANNA HURRY? ROBBIE THE KILLER-ROBOT HERE IS STARTING TO PUT ON THE SQUEEZE!

I THINK I HAVE FATHOMED THE BLASTER'S WORKINGS, BUT I CANNOT SHOOT WITH YOU IN THE WAY!

IS THAT THE ONLY HOLD-UP?

Y-YOU BROKE FREE OF THE ROBOT'S GRIP? AMAZING!

NOW, SPIDER-MAN! *LEAP CLEAR!*

HE DOES...

AND THEN...

KERWHOM!

RACHEL, YOU DEFEATED THE ROBOT?!

I HAD HELP.

FROM WHOM?

FROM YOUR FRIENDLY NEIGHBORHOOD WALL-CRAWLER... *ME!*

SPIDER-MAN! AREN'T YOU WANTED BY THE NEW YORK CITY POLICE FOR SOMETHING?

FRACNG

RAYDER, IF NOT FOR SPIDER-MAN'S ASSISTANCE, WE WOULD ALL NOW BE VICTIMS OF *PROFESSOR STROMM'S KILLER ROBOT!*

BUT MENDEL STROMM'S *DEAD!*

IS HE, SPIDER-MAN? IS HE INDEED?

THEN HOW DO YOU ACCOUNT FOR THE *ROBOT-DRONES* WHICH TERRORISTS LAUNCH AGAINST ISRAEL?

OR THE MENTAL KILLER THAT DESTROYED A MOSQUE IN SAUDI ARABIA?

BOTH BORE THE STYLISTIC SIGNATURE OF *PROFESSOR MENDEL STROMM!*

C'MON! STROMM IS DEAD!

THAT IS WHAT OUR RESPECTIVE AGENCIES BELIEVE, SPIDER-MAN.

AND, SINCE THEY WOULD NOT GIVE CREDENCE TO OUR SUSPICIONS, WE ALL DECIDED TO GO FREELANCE...TO LEARN THE TRUTH FOR OURSELVES.

BY ROBBING STROMM'S GRAVE?

YOU KNOW OF THAT

OH, I HEARD IT ON THE *WEB-LINE!*

AN INFORMANT TIPPED US THAT THE ANSWERS WE SOUGHT MIGHT BE FOUND IN STROMM'S TOMB--

--BUT THE UNEXPECTED ARRIVAL OF MENDEL STROMM'S BROTHER, AND OF A RATHER AGGRESSIVE YOUNG MAN, FORCED US TO FLEE LEST THE UNOFFICIAL NATURE OF OUR OPERATION CAME OUT.

SO MUCH FOR BEING A GOOD SAMARITAN!

LATER, FOR THE SECOND TIME IN LESS THAN TWENTY-FOUR HOURS PETER PARKER VISITS THE CEMETERY WHERE HIS UNCLE BEN IS BURIED--ONLY THIS TIME HE COMES AS **THE AMAZING SPIDER-MAN**-- AND HE IS ACCOMPANIED BY AN INTERNATIONAL TRIO OF **INTELLIGENCE AGENTS**...

I FEEL FUNNY ABOUT THIS.

PROFESSOR MENDEL STROMM

WE ALL DO.

LET US NOT WASTE ANY TIME.

HERE'S THE CROWBAR WE DROPPED WHEN THAT KID INTERRUPTED US.

NO NEED FOR THAT.

SKREEEK

INCREDIBLE! YOU RIPPED A STEEL DOOR OFF ITS HINGES WITH YOUR BARE HANDS!!

ACTUALLY, WITH MY GLOVED HANDS. C'MON, LET'S GET THIS OVER WITH--!

BUT, TO THE QUARTET'S CONSTERNATION, THE CRYPT IS... **EMPTY!**

I DON'T GET IT! STROMM WAS INTERRED HERE... BUT THERE'S NO COFFIN--NO BODY --NOTHING!!

WAIT! THERE'S *DANGER!*

HOW DO YOU KNOW THAT?

TRUST ME!

WHATEVER THE DANGER IS, IT'S HERE--UNDER THE FLOOR!

LOOK! THERE'S AN ALMOST INVISIBLE SEAM IN THE FLOORING!

YES. SOME KIND OF SECRET PANEL. HEY, I JUST NOTICED SOMETHING *ELSE, TOO!* THIS ENTIRE CRYPT IS CONSTRUCTED OF *METAL*... NOT STONE...

HOW DO WE OPEN THE PANEL?

I CAME PREPARED FOR THAT.

A UNIDIRECTIONAL PLASTIC EXPLOSIVE WIRED TO A TIMED DETONATOR!

PRECISELY. ARE YOU A MUNITIONS EXPERT?

UH, NO! I JUST HAVE A SMATTERING OF SCIENCE.

THEN PERHAPS YOU KNOW THAT AN EXPLOSIVE OF THIS SIZE CAN BLAST THROUGH PRACTICALLY ANYTHING...

WE'LL WANT TO BE FAR AWAY WHEN IT DOES.

UH-OH!

THE *DOOR!*

BUT, FASTER THAN SPIDER-MAN CAN LEAP ACROSS THE CRYPT, A SECOND, STRONGER DOOR DROPS DOWN IN PLACE OF THE FIRST.

WOW! THIS DOOR'S MADE TO LAST!

I COULD PROBABLY PRY IT OPEN--BUT IT'LL TAKE TIME!

WE DON'T HAVE TIME! THE THE EXPLOSIVE IS SET-- AND THERE'S NO WAY TO DEFUSE IT! WE'RE GOING TO DIE!

HOW MUCH TIME HAVE WE GOT, ABDUL?

LESS THAN A MINUTE!

HURRY! HUG THE FAR WALL OF THE CRYPT! I'M GOING TO SPIN A *WEB-BLANKET* OVER THE BOMB TO ABSORB THE SHOCK!

LAYER UPON LAYER OF STICKY STRANDS SPIN FORTH FROM SPIDER-MAN'S WEB-SHOOTER...

...FORMING A THICK MAT OVER THE TICKING TIME-BOMB, BUT THEN...

GET READY! IT'S GONNA... =*UNGHH*=

SOMETIME LATER...

UNNHH! SOUNDS LIKE THE MORMON TABERNACLE CHOIR IS CAROLING IN MY HEAD!

THE CONCUSSION GOT THE OTHERS!

THEY'RE ALIVE--BUT THEY'RE DOWN FOR THE COUNT!

I CAN LEAVE THEM TO SLEEP IT OFF WHILE I EXPLORE THIS MYSTERIOUS HOLE IN THE FLOOR!

WILL IT LEAD ME TO A *DEAD MAN?*

OR TO A RESURRECTED *ROBOT-MASTER??*

DOWN, DOWN, DOWN THE CIRCULAR SHAFT THE SPECTACULAR SPIDER-MAN GOES...

SOON...

WELL, WELL! WHAT HAVE WE HERE?

THE FINAL RESTING PLACE OF *MENDEL STROMM?*

I GUESS THE GRAVEYARD UP TOP WASN'T GOOD ENOUGH FOR HIM! HE WAS ALWAYS AN ANTISOCIAL SORT OF GUY!

BUT WHO MOVED HIM HERE--AND WHY?

UH-OH! I THINK I'M ABOUT TO GET MY ANSWERS--

--FROM MENDEL STROMM'S... *BROTHER?!*

BY NOW YOU AND YOUR FRIENDS HAVE DEDUCED--

--THAT MENDEL STROMM HAD *NO* BROTHER.

THEN, WHO--??

I COULD PERHAPS BE BETTER CHARACTERIZED AS... HIS *SON!*

BUT...

...YOU LOOK JUST LIKE HIM!

CORRECT. I WAS MADE IN MY FATHER'S IMAGE--

--CIRCUIT--

--BY CIRCUIT!

FOR MENDEL STROMM WAS... THE *ROBOT-MASTER!*

CIRCUITRY SEEMS TO CLICK IN THE AUTOMATON'S SKULL, DRAWING FORTH DATA FROM HIS MEMORY BANKS...

THE ORIGINAL ROBOT-MASTER DIED-- THERE IS NO DOUBT ABOUT THAT.

"HE WAS PLACED WITHIN A SPECIAL COFFIN OF HIS OWN DESIGN IN THE CRYPT ABOVE THIS HIDDEN LABORATORY. WHEN THE CRYPT WAS SEALED, A PREARRANGED SIGNAL LOWERED THE COFFIN...

"... AND MACHINERY ALREADY IN PLACE BEGAN THE PROCESS OF TRANSFERRING HIS BRAIN-WAVES INTO A WAITING RECEPTACLE.

"MYSELF!

"POSSESSING ALL OF MY CREATOR'S MEMORIES--ALL OF HIS KNOWLEDGE--YET NEEDING NEITHER SLEEP NOR SUSTENANCE--I BEGAN TO CONTINUE HIS WORK...

...CREATING ROBOTS!

WHICH YOU SOLD TO WHICHEVER TERRORIST ORGANIZATIONS WERE WILLING TO PAY YOUR PRICE! THAT'S HOW THOSE AGENTS CAUGHT ON TO YOU!

WHAT USE OTHERS MAKE OF MY LESSER CREATIONS ... DOES NOT CONCERN ME.

I CREATE FOR THE SOLE SATISFACTION OF CREATING...

...AND I SAVE THE *BEST* OF MY *ROBOTS*--FOR *MYSELF!*

VREEOW

REMEMBER, SPIDER-MAN-- I POSSESS ALL MY CREATOR'S MEMORIES...

...AND ONE OF HIS BITTEREST MEMORIES WAS OF BEING *DE-FEATED*--BY *YOU!!*

HEY! THE FLOOR IS OPENING BENEATH ME--TO REVEAL A POOL OF *ACID!*

CUTE! I'D BE DEEP-FRIED IF NOT FOR MY *SPIDER-AGILITY!*

BUT THERE'S NOT MUCH ROOM FOR ME TO MANEUVER DOWN HERE, AND THESE ROBOTS ARE LIGHT YEARS BEYOND STROMM'S ORIGINALS!

IN FACT, THAT SINISTER "SLINKY" --*FLIES!*

VREEOW

MAYBE I CAN *HITCH* A RIDE ON IT!

WHEE ♫ *I'M BACK IN THE SADDLE AGAIN...* ♫

RIDE 'EM, ROBOT! PAW AN' HOSS ARE A 'WAITIN' BACK AT THE PONDEROSA!

IN FACT, THERE THEY ARE NOW!

SPIN YOUR GYROS, GEARLOOSE! WE'RE GONNA TAKE A SHARP LEFT TURN HERE--

--AND DROP IN ON THE PARTY! WHAT DO YOU MEAN, WE WERE NOT INIVITED?

IS IT OUR DEODORANT? DO WE NEED A BATH?

SKLANG

WELL, AREN'T WE THE LUCKY ONES? THIS PLACE JUST HAPPENS TO HAVE A *HOT TUB!*

SILLY ME! I FORGOT THE BUBBLE-BATH!

SPLASH

SHISSSSSSS

WHOOPS! THERE GOES MY SOLE MEANS OF SUPPORT!

SNIP

OH, THE INDIGNITY OF IT ALL! SNAGGED BY A RUNAWAY TREE-PRUNER!

BUT IT LOOKS LIKE IT WANTS TO SOFTEN ME UP A LITTLE BEFORE DROPPING ME INTO THE DRINK!

SLAM!

SORRY, BUT... THIS IS ONE SPIDER-MAN WHO LIKES TO DISH IT OUT--

SKEEAK!

--NOT TAKE IT!

WHEEEET

AW, DID I UPSET YOUR CIRCUITS, CUDDLES!

WILL IT CHEER YOU UP IF I GIVE YOUR ARM BACK?

STKLANG!

HERE!

THAT'S IT! THREE DOWN-- *NONE* TO GO!

YEEOW! LOOKS LIKE I SPOKE TOO SOON!

SHIZZTT

ROBOT-MASTER!

I'D ALMOST FORGOTTEN HE'S A *ROBOT* HIMSELF!

THOSE ROBOTS WERE MY *CHILDREN,* SPIDER-MAN! YOU'LL PAY FOR DESTROYING THEM!

SPARE ME THE SPEECHES, ROBOT! I CAN TAKE IT FROM REAL LIVE SUPER-VILLAINS--

--BUT FROM A A WALKING-TALKING WASHING MACHINE, IT'S A BIT MUCH!

MY CREATOR PROGRAMMED ME WITH HIS *EMOTIONS* AS WELL AS HIS *MEMORIES*, SPIDER-MAN!

I KNOW WHEN I AM BEING MOCKED-- AND I *HATE* YOU FOR LAUGHING AT ME!

HOORAY! YOU'RE HALFWAY TO BEING *HUMAN!*

I AM *BETTER* THAN HUMAN! MY KIND WILL *REPLACE* HUMANITY!

I WILL CREATE *OTHERS* LIKE MYSELF--AN *ARMY* OF ROBOT-MASTERS!

WAIT! LET ME GUESS! WITH AN ARMY OF UGLIES JUST LIKE YOURSELF YOU'LL, DARE I SAY IT-- *RULE THE WORLD?!*

SHEESH! COULDN'T STROMM HAVE PROGRAMMED *ORIGINALITY* INTO YOU, AS WELL?

IN *PIECES*, YOU MEAN-- IF THAT LEVER DOES WHAT I THINK IT DOES!

PULL THAT AND YOU'LL ACTIVATE THE *HYDRAULIC LIFT!!*

I THOUGHT I MIGHT! LOOK OUT, ROBOT-- *LOW CEILING!*

SKRASH!

HERE, ATOP MY CREATOR'S COFFIN, I WILL DESTROY YOU, THAT THE *ROBOT-MASTER* MAY AT LAST REST IN PEACE!

THIP

OH, WELL! WHAT COMES *DOWN* MUST GO BACK *UP!*

WHAT'S HAPPENED? WHO WAS THAT ATOP THE COFFIN THAT JUST SMASHED THROUGH HERE!

PROFESSOR STROMM'S ROBOT DOUBLE!

LET'S SEE HOW HE FARED AFTER SMASHING HIS HEAD THROUGH THE CRYPT'S STEEL CEILING!

NOT TOO WELL, I'D SAY!

SKREEK WILL DESTROY... SKREEK...DESTROY...

LOOKS LIKE YOU'RE ON YOUR LAST LEGS--ER, LEG--ROBOT!

WILL DESTROY... SHREEK DESTROY...

DE...STROY...

I DON'T THINK SO, ROBOT-MASTER!

YOUR DESTROYING DAYS--

--ARE OVER!

SKLANG

POFESSOR NDEL STROMM

Died Again

THWIP

A FITTING EPITAPH.

NOW LET'S STEAL HIS FUSES... AND GO HOME!

PROFESSOR MENDEL STROMM

NEXT MONTH THE RETURN OF CLOAK & DAGGER!

60¢ 69 AUG 02199

MARVEL® COMICS

PETER PARKER - THE SPECTACULAR SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

©1982 MARVEL COMICS GROUP

TM

HANNIGAN & MILGROM '82

THE RETURN OF CLOAK & DAGGER

Stan Lee PRESENTS

PETER PARKER, THE SPECTACULAR SPIDER-MAN

THERE!

BILL MANTLO STORY
ED HANNIGAN AND AL MILGROM ART

TOM DeFALCO EDITOR
JIM SHOOTER HEAD HONCHO

GLYNIS WEIN COLORIST
JOE ROSEN LETTERER

THERE? IN AN ABANDONED *PUBLIC SCHOOL?!*

IN THIS NEIGHBORHOOD, EDUCATION OF A DIFFERENT SORT HAS REPLACED THE *ABCs!*

"IN THE RETURN OF CLOAK AND DAGGER
DARKNESS SEEN!"

TONIGHT SCHOOL WILL BE ATTENDED BY... *CLOAK AND DAGGER!*

IN THE ANCIENT AUDITORIUM OF THE ABANDONED SCHOOL, A TRIAL IS UNDERWAY...

HONEST, SHALLACKO, I DIDN'T TALK TO NOBODY--!≠GNNGG!≠

MOUSE, YO' IS A *LIAR* FROM THE WORD "*GO*"! THE BROTHERS DONE *SEEN* YO' SQUEAL!

HIT HIM AGAIN, SHALLACKO! SHUT HIS MOUTH GOOD!

SMAK

I AIM TO SHUT HIS MOUTH PERMANENT--JUST AS SOON AS I FIND OUT WHAT HE TOLD THAT BRUTHAH YO' SAW HIM TALKIN' TO!

JUS' SOME WEIRD DUDE WANTIN' TUH KNOW HOW OLD YA HADDA BE TUH BUY "*SNOW*" AROUN' HERE!

AN' YO' TOL' HIM ANY AGE COULD BUY THE "BIG-H", RIGHT?

NO! I TOL' HIM I DIDN'T SELL TO KIDS! I GOT LITTLE BROTHERS AN' SISTERS AT HOME, AN'... ≠UNNGH!≠

WAK!

WHO WAS HE, MOUSE-MUTHA? *A NARC?!*

WE TOL' YO' WHEN YO' JOINED THIS GANG THAT YOU *TALK* TO *NOBODY*--AN' YO' *SELL* TO *EVERYBODY!* WE IS EQUAL-OPPORTUNITY *DRUG-PUSHERS!*

AN' ANYONE WHAT DON'T DIG THAT--*DIES!*

IS THAT YOUR SO-CALLED *CRIMINAL CODE,* RAT-DIRT?

HER VOICE IS SOFT, SCHOOLGIRLISH...

...BUT THE SIGHT OF HER STOPS THE GANG IN MID-EXECUTION.

I DON'T BELIEVE THIS, SOMEBODY TELL ME AH'M DREAMIN'!

I GOT HER COVERED!

RIGHT, MAN... YO' COVER HER! ME, I'M GONNA FRISK HER FOR HIDDEN WEAPONS!

MY ONLY WEAPONS HIDE IN PLAIN SIGHT! THEY ARE MY DAGGERS...

...MY DAGGERS OF LIGHT!

THE POETRY IS UNINTENDED. THE SHIMMERING SHAFTS OF SILVER ARE NOT.

DAGGER'S LIGHT-KNIVES FIND THEIR MARKS!

⩩GLKKK!⩩

⩩UHHKKK!⩩

⩩AHHRKK!⩩

F-FANCY, BABY! SOMEHOW YO' FROZE THE OTHERS IN THEIR TRACKS!

WHAT ABOUT ME? YO' SAVIN' THE BEST FOR LAST?!

NO, SCUM...

...SHE IS SAVING YOU FOR ME!

WH--?! WHO SAID THAT?!

EEYARGH!

MY NAME IS *CLOAK*, VERMIN--

--AND WHAT *DAGGER* STARTED, I SHALL FINISH!

I-IT'S THE BROTHER WE SAW TALKIN' TO MOUSE!

H-HE WASN'T NO *NARC*--NO *COP* AT ALL! HE'S SOME KINDA MUTHAH-LOVIN' *FREAK!*

AN' HE'S UP AN' MADE SHALLACKO *DISAPPEAR!*

LET'S SPLIT--BEFORE HE DOES THE SAME TO US!

THEIR FLIGHT IS ERRATIC-- THANKS TO MY BLOOD-CHILLING LIGHT-DAGGERS!

SHALL I STOP THEM, CLOAK?

NO! THERE IS NOWHERE THEY CAN SAFELY RUN ...FROM US!

COLD! SO *COLD!* WHAT'D THAT CHICK DO TO US??

KEEP GOIN'! THEY AIN'T EVEN COMIN' AFTER US!

G-GUESS THEY GOT WHAT THEY WANTED WHEN THAT BLACK DUDE SWALLOWED UP--

--SH-SHALLACKO?!?

H-HOW DID YOU GET *AHEAD* OF US!

HE CANNOT ANSWER YOU. HIS TIME SPENT IN DARKNESS HAS FROZEN HIS TONGUE.

BUT YOU SHALL ANSWER IN HIS STEAD-- OR JOIN HIM IN DARKEST PAIN.

THE *DRUGS* YOU HAVE BEEN DEALING TO CHILDREN-- WHERE DO THEY COME FROM? WHO SUPPLIES THEM?

DAGGER, THEY ARE SLOW TO ANSWER!

WAIT, MAN! TELL YOUR LADY TO HOLD OFF! WE'LL TELL YOU...

SILVERMANE...

CERTAIN NAMES CAN BE UTTERED ONLY IN WHISPERS...

FOREST HILLS, QUEENS: A NIGHTSCAPE OF GABLED ROOFS AND TWISTED ANTENNAE...

PETER PARKER SPENT HIS BOYHOOD IN THIS HOUSE-- RAISED BY HIS ELDERLY UNCLE AND AUNT.

BEN PARKER WAS MURDERED HERE WHILE PETER WAS STILL IN HIGH SCHOOL...

AND, THE HOUSE HAS BEEN BOARDED UP EVER SINCE MAY PARKER ENTERED THE RESTWELL NURSING HOME...

MY OLD ROOM LOOKS SO SMALL TO ME NOW.

COBWEBS COVER YELLOWING REPORT CARDS, PROUDLY PINNED TO THE WALLS--STRAIGHT "A"S AWARDED TO PETER PARKER BY MIDTOWN HIGH FOR ACADEMIC EXCELLENCE.

HEY! MY OLD TENNIS RACKET! UNCLE BEN GAVE IT TO ME FOR MY FIFTEENTH BIRTHDAY.

BUT I NEVER USED IT ALL THAT MUCH...

TOWN

TEST TUBES AND BUNSEN BURNERS WERE MORE MY SPEED BACK THEN!

WHAT A MESS!

THIS PLACE HAS BEEN A SHAMBLES EVER SINCE A *BURGLAR* TORE IT APART WHILE LOOKING FOR SOME FORTUNE HIDDEN BY A FAMOUS MOBSTER IN THE THIRTIES.

BUT THE MONEY HAD BEEN EATEN BY SILVER-FISH AND ALL THE BURGLAR FOUND WAS DEATH*--AN IRONIC END FOR THE MAN WHO HAD MURDERED MY UNCLE!

*AMAZING SPIDER-MAN #200.

BEN PARKER WAS THE ONLY FATHER I'D EVER KNOWN!

I CAN NEVER FORGET THAT HIS DEATH WAS PARTIALLY ~~MY~~ FAULT!

I HAD ACQUIRED MY SPIDER-POWERS BY THEN, AND I'D HAD AN OPPORTUNITY TO CATCH THE *BURGLAR* EARLIER ON THAT FATEFUL DAY--

--BUT I WAS TOO SELF-CENTERED TO DO IT.

AND NOW, AUNT MAY WANTS TO LEAVE THE NURSING HOME AND FIX THIS PLACE UP TO USE AS A BOARDING HOUSE FOR OLDSTERS.

I'VE GOTTA HELP HER RAISE THE MONEY SHE NEEDS! BUT HOW?

WAIT! WHAT'S THAT SOUND--?

WHREEEE

NYC

DRAWN TO DANGER LIKE A MOTH TO A FLAME, SPIDER-MAN SWINGS OFF TO INVESTIGATE...

HE FAILS TO NOTICE YET ANOTHER VISITOR TO HIS FAMILY HOME...

SPIDER-MAN! WHAT WAS *HE* DOING HERE?!

POLICE 911

FROM WHAT MAY'S TOLD ME, SPIDER-MAN HAS BEEN A FREQUENT INTRUDER INTO HER LIFE! WHY?

BUT PONDERING THAT PUZZLE IS NOT WHAT HAS BROUGHT ***NATHAN LUBENSKY*** TO THE PARKER FRONT PORCH THIS NIGHT...

AS A VERY SPECIAL FRIEND OF MAY PARKER, HE HAS BECOME OBSESSED WITH AN IDEA...

MAY NEEDS MONEY, AND I JUST MAY KNOW A WAY TO GET IT FOR HER!

MEANWHILE...

THE SQUAD CARS ARE BEING JOINED BY AMBULANCES! WHAT GIVES?

THE STRANGE PARADE COMES TO A HALT OUTSIDE AN ABANDONED FACTORY BUILDING...

WHAT'S THE STORY, CAPTAIN?

EISN INDUS

WEIRDEST THING I'VE EVER SEEN, HEIDI! THIS FACTORY IS A ***MOB*** MEETING PLACE! WE WERE TIPPED OFF TO IT HALF AN HOUR AGO--

--BUT BY THE TIME WE GOT HERE-- SOMEBODY'D ***FROZEN*** A DOZEN OF THE EAST COAST'S BIGGEST ***DRUG-DEALERS*** COLDER'N MRS. PAUL'S FISH STICKS!

THEY WERE JUST LYING THERE-- MOANING-- AMIDST ENOUGH DOPE TO DRUG DAKOTA!

WHO DID IT?

OFFICER WEBER'S QUESTION GOES UNANSWERED...

BUT--

THE CACHE OF SMACK WAS LEFT UNTOUCHED--?

IT SOUNDS LIKE THE WORK OF... CLOAK & DAGGER!

A SHADOW ON THE WARE-HOUSE ROOF SUDDENLY BECOMES DEEPER! FROM IT, TWO FIGURES SUDDEN-LY EMERGE...

CLOAK, WE DID NOT FIND THE ONE WE SOUGHT.

NO, DAGGER! BUT THE SHADOWS OF THE NIGHT ARE STILL LONG!

HI, KIDS! LONG TIME NO SEE!

SPIDER-MAN!

SHUCKS, YOU REMEMBERED.

YOU WOULD DO WELL NOT TO INTER-FERE WITH OUR WORK, WALL-CRAWLER!

WORK? WHAT WORK? I THOUGHT YOU TWO ALREADY GOT REVENGE ON THE DRUG-RUNNERS WHO HURT YOU!*

SO WHAT'S THIS NEW VENDETTA?

*PPTSS#64.

OUR DUTY CAN NEVER END SO LONG AS THOSE WHO DEAL IN DRUGS EN-DANGER THE YOUNG, THE HELPLESS...

BUT YOU'RE JUST A PAIR OF KIDS!

DON'T YOU WANT TO GO TO SCHOOL, ROCK CON-CERTS, OR OUT ON DATES?!

YES!

NO! WE DO NOT HAVE THAT CHOICE, SPIDER-MAN! WE ARE WHAT WE ARE...

...THE PRODUCT OF ILLICIT DRUG EXPERIMENTATION-- WHICH TRANSFORMED US INTO SOMETHING OTHER THAN HUMAN!

IF OUR LIVES ARE TO HAVE ANY MEANING, WE MUST USE THEM TO STALK--AND SLAY--THOSE WHO WOULD DEAL DRUGS TO OTHERS! TONIGHT WE FOLLOW THE TRAIL OF THE CRIME-LORD...*SILVERMANE!*

ARE YOU OUT OF YOUR EVER-LOVING MIND?!

SILVERMANE'S BIG LEAGUE TROUBLE!

CLOAK!

TAKE YOUR HANDS OFF HIM, SPIDER-MAN!

ONCE AGAIN WE ARE FORCED TO PREVENT YOU FROM INTERFERING WITH OUR DUTY!

I'M JUST TRYING TO STOP YOU FROM THROWING AWAY YOUR LIVES!;*UNNH!*

SHEESH! I'D FORGOTTEN HOW BEAUTIFUL, GRACEFUL...AND *FAST* DAGGER IS!

DAGGER, YOU'VE GOT ALL THE MOVES OF A PRIMA BALLERINA--BUT YOU STILL DON'T HAVE *SPIDER-SPEED!*

JUST LAY STILL--AND LET ME TALK SOME SENSE INTO YOU!

SHE'S SO YOUNG, SO INNOCENT!

I WANT TO SHELTER HER--NOT SLUG HER!

OH, NO!

I WAS SO WRAPPED UP WITH DAGGER, I FORGOT ABOUT *CLOAK!*

STYGIAN DARKNESS SUDDENLY ENVELOPS SPIDER-MAN, DULLING HIS SPIDER-SENSE...

CLOAK! WHERE IS SPIDER-MAN?

WITHIN MY *CLOAK OF DARKNESS* -- WITHIN *ME!*

HOWEVER, I CANNOT ENVELOP ONE OF HIS POWER FOR LONG!

YOU MUST EMPLOY YOUR *DAGGERS OF LIGHT!*

YES!

NO, I- I CANNOT! SPIDER-MAN BEFRIENDED US ONCE--AND NOW, HE MERELY SEEKS TO KEEP US FROM HARM...

WE HAVE A *DUTY*, DAGGER!

I'M TIRED, CLOAK--TIRED OF DUTIES, OF OBLIGATIONS. BESIDES, I DON'T *WANT* TO HURT SPIDER-MAN!

YOUR DAGGERS OF LIGHT COULD IMMOBILIZE HIM, ALLOWING US TIME TO DEPART! THE EFFECT OF MY POWERS IS MORE PERMANENT...

HOWEVER, EVEN BEFORE CLOAK CAN DEMONSTRATE...

OUT! I'M OUT!

SPIDER-MAN! I COULD NOT HOLD HIM!

BUT YOU TRIED, CLOAK! LORD IN HEAVEN, WHAT *ARE* YOU??!

AND I AM *LIGHT!* I- I'M SORRY, SPIDER-MAN! I DID NOT WANT TO HURT YOU--BUT I CANNOT LET YOU HARM CLOAK!

I AM *DARKNESS...*

AGGHH!

CLOAK'S DARKNESS-- DULLED MY *SPIDER-SENSE*-- AND SET ME UP FOR DAGGER'S LIGHT-KNIVES!

COLD--SO COLD! I-I CAN ALMOST FEEL MY BLOOD FREEZING IN MY VEINS!

CLOAK'S *TELEPORTING* THEM AWAY--AND I CAN'T EVEN MOVE A MUSCLE TO STOP THEM!

FAREWELL, SPIDER-MAN!

I'M SORRY...

ANYONE ELSE WOULD NEED HOURS TO THAW FROM THE EFFECT OF DAGGER'S LIGHT-KNIVES! BUT MY RECUPERATIVE POWERS ARE AS AMAZING AS THE REST OF ME!

I WAS SICK ALL NIGHT THE LAST TIME DAGGER PUT ME ON ICE. EITHER I'M STRONGER--OR SHE DIDN'T TRY AS HARD TO IMMOBILIZE ME!

IN FACT, SHE SEEMED DOWNRIGHT RELUCTANT TO USE HER POWERS AGAINST ME! WHY?

I SET MY BELT-CAMERA IN PLACE AS SOON AS I GOT HERE!

THE DAILY BUGLE'LL PAY WELL FOR THESE PIX--

--BUT I THINK I'LL HOLD BACK ANY SHOTS OF *CLOAK & DAGGER*...FOR NOW!

THE NEXT DAY...

DAILY BUGLE

EXCLUSIVE PHOTOS BY PETER PARKER

DRUG DEALERS FUND FROZEN

VERY NICE, MR. PARKER! I SEE YOU RECEIVED THE ENTIRE CENTER-SPREAD IN TODAY'S *DAILY BUGLE!*

YOU MUST HAVE BEEN OUT ON THIS STORY ALL NIGHT--

--WHICH EXPLAINS WHY YOU ARE UNABLE TO KEEP YOUR EYES OPEN IN *CLASS.*

I'M PREPARED FOR TODAY'S LESSON, DR. SLOAN...

MR. PARKER, I DON'T THINK I NEED TO REMIND YOU THAT *FINALS* TAKE PLACE AT THE END OF THE MONTH!

I INTEND TO SPEND EVERY SPARE MOMENT IN STUDY, SIR! THAT'S WHY I *GAVE UP* MY TEACHING ASSISTANT-SHIP!

THAT'LL BE ALL FOR NOW! CLASS IS DISMISSED...

PETE, YOU QUIT YOUR TEACHING POSITION? WOW!

HOW'RE YOU GONNA PAY YOUR TUITION NOW?

THAT'S EASY, STEVE! HE'LL JUST START TAKING MORE PICTURES FOR THE DAILY BUGLE!

ACTUALLY, PHIL, PHOTOJOURNALISM ALWAYS DID PAY BETTER THAN STUDENT TEACHING...

SO YOU FINALLY MADE YOUR CHOICE--YOU'D RATHER BE A NEWSHOUND THAN A BIO-PHYSICIST!

ALL OF YOUR SCIENTIFIC PROMISE IS GOING TO GO RIGHT DOWN THE DRAIN!

AW, LAY OFF, MARCY--PETE PROBABLY FEELS BAD ENOUGH AS IT IS!

MARCY, EARNING A LIVING TAKES TIME--THAT I WISH I COULD DEVOTE TO MY STUDIES...

BUT I'M GONNA MAKE IT THROUGH --'CAUSE I WANT TO BECOME A SCIENTIST AS MUCH AS YOU DO!

WE'LL SEE, PETER--WHEN IT'S TIME FOR *FINALS!*

SOON...

FINALS! MARCY KANE IS RIGHT--I'M UNPREPARED! SHE WAS WORKING WITH ME--TUTORING ME--TO GET MY GRADES UP...

LP KEEP
Y YORK
EAN

WHAT AM I GOING TO DO NOW?

PETER, MAY I HAVE A WORD WITH YOU?

DEBRA WHITMAN? HOW'S MY FAVORITE CAMPUS SECRETARY?

I HOPE YOU DON'T WANT TO TALK ABOUT THAT FIGHT I HAD WITH YOUR PREPPIE BOYFRIEND!*

*SEE LAST ISSUE.

THAT'S EXACTLY WHAT I WANTED TO DISCUSS! BIFF WAS ASTOUNDED BY THE WAY YOU TOSSED HIM ACROSS THE CORRIDOR LAST WEEK.

DEBRA, YOU MADE UP SOME STORY ABOUT ME MAKING YOU CRY--

--WHICH CAUSED THAT NEOLITHIC GOON TO COME AFTER ME!

I DON'T HAVE TIME FOR YOUR FANTASIES--OR BIFF'S FISTICUFFS!

PETER, DON'T GO! I'M NOT ANGRY WITH YOU...!

OH, PETER! IT'S NOT *BIFF* I CARE ABOUT... IT'S *YOU!*

I KNOW YOUR *SECRET!*

I WONDERED WHERE YOU GOT THE *STRENGTH* TO BEAT UP BIFF, SO I FOLLOWED YOU TO THE ROOF--

THE SPIDER-MAN MENACE

SUNDAY MAGAZINE

--IN TIME TO SEE *SPIDER-MAN* SWINGING AWAY!

DAILY BUGLE SUNDAY MAGAZINE

THE SPIDER-MAN MENACE!

AN EXCLUSIVE EDITORIAL BY J. JONAH JAMESON

NOT LONG AFTER, THE CAUSE OF DEB WHITMAN'S ANXIETY SCALES A BUILDING BY CLINGING TO THE BRICKS LIKE SOME HUMAN SPIDER--

--CHANGES FROM HIS DRAB GRADUATE STUDENT'S GARB--

--AND LEAPS INTO ACTION AS THE SPECTACULAR SPIDER-MAN!

BOY, THE LAST THING I NEED IN MY LIFE RIGHT NOW IS DEB WHITMAN!

I COULDN'T WAIT FOR CLASSES TO END BEFORE I GOT BACK ON THE TRAIL OF *CLOAK & DAGGER*--

--BEFORE THEY GO AFTER *SILVERMANE!*

THE MID-MANHATTAN INVESTIGATIVE UNIT IS HOUSED IN THE 7TH PRECINCT! THERE, SPIDER-MAN LOOKS UP AN OLD FRIEND...

HEY! SET DOWN YOUR YOGURT AND LEMME IN BEFORE THE PIGEONS SPOT ME!

SPIDER-MAN!

PLAIN YOGURT

HI, CAPTAIN DEWOLFF! HOW'S THAT "MASTER CRIMINAL" FILE OF YOURS?

DEPENDS ON WHO YOU'RE LOOKING FOR, WEB-SLINGER!

SILVERMANE!

YOU DON'T ASK FOR MUCH, DO YOU?

SILVERMANE BROKE ALMOST EVERY BONE IN HIS BODY DURING THAT FREE-FOR-ALL BETWEEN YOU, HIM AND THE *GREEN GOBLIN!**

DAK

**AMAZING SPIDER-MAN* 180*

WE TRIED TO TAKE HIM INTO CUSTODY-- BUT HE WAS RESCUED BY HIS GANG-- AND ALL OUR EFFORTS TO FIND HIM HAVE BOTTOMED OUT!

BUT THERE IS *ONE* PERSON IN THIS CITY WHO'D HAVE HIS CURRENT ADDRESS...

CAPT. JEAN DeWOLFF PRECINCT COMMANDER

THE *KINGPIN!* AND I HAVE *HIS* ADDRESS!

SOON...

SO THE *KINGPIN* IS BACK IN TOWN!

HE ISN'T MAKING ANY SECRET OF HIS WHEREABOUTS!

BUT ACCORDING TO JEAN HE HASN'T DONE ANYTHING CRIMINAL--

--YET!

GOTTA GO EASY!

KINGPIN'S ONE OF MY DEADLIEST FOES!

AND I'D RATHER HE DIDN'T KNOW I WAS HERE--

--UNTIL I'M READY TO TELL HIM!

GUIDED BY HIS UNERRING SPIDER-SENSE, SPIDER-MAN SOON FINDS THE ONE HE SEEKS.

THERE HE IS--BIGGER AND BADDER THAN EVER! HE MAKES A PRIVATE STEAM-ROOM LOOK LIKE THE OVAL OFFICE!

HIS GUARDS HAVE TO STAND FULLY DRESSED WHILE HE SWEATS! WHAT CONTEMPT!

YOU MAY COME DOWN NOW, SPIDER-MAN.

YOU KNEW I WAS HERE ALL ALONG?

NO ONE APPROACHES MY PRESENCE UN-REPORTED! YOUR LIFE HAS BEEN MINE TO END OR EXTEND SINCE YOU ENTERED MY TOWER!

BUT I AM NOT YET READY TO SLAY YOU.

THAT'S REASSURING! SINCE YOU'RE PLAY-ING PSYCHIC, I SUPPOSE YOU KNOW WHY I'VE COME!

YOU SEEK SILVERMANE.

GEEZ! INFORMANTS IN THE POLICE DEPARTMENT?! I'M IMPRESSED!

AND WELL YOU SHOULD BE.

IS THERE ANYTHING THAT GOES ON IN THIS CITY THAT YOU DON'T KNOW?

NO.

FOR INSTANCE, I KNOW THAT YOU NOW DESPERATELY SEEK TO PREVENT SILVERMANE FROM SLAYING TWO CHILDREN ...CLOAK & DAGGER.

CLOAK AND WHO??

YOU WISH TO KEEP THEIR EXISTENCE A SECRET FOR REASONS OF YOUR OWN...

"...BUT I HAVE HEARD HOW A MOB DRUG EXPERIMENT ON ELLIS ISLAND-- ENDED IN DEATH FOR A GROUP OF RUNAWAY CHILDREN!"

HOWEVER, UNKNOWN TO THE MOB OR TO THE POLICE, TWO OF THOSE CHILDREN SURVIVED...

THE SYNTHETIC DRUGS REACTED WITH ANOMALIES IN THEIR BODY CHEMISTRY--

"--TO CREATE CLOAK & DAGGER."

THEY INTEND TO PUNISH SILVERMANE FOR HIS ACTIVITIES!

DRUGS ARE A FILTHY WAY TO MAKE A LIVING!

ONE YOU'VE NEVER ENGAGED IN, HUH?

NO! SUCH THINGS ARE NOW BENEATH ME!

HOWEVER, YOU WISH TO KNOW WHERE TO FIND SILVERMANE...

RIP

YOU WOULDN'T BE GIVING ME HIS ADDRESS-- IN THE HOPE THAT I'LL BE KNOCKING OUT YOUR COMPETITION--?

WHAT YOU DO WITH THE INFORMATION IS YOUR AFFAIR!

YEAH! I'LL BET YOU JUST LOVE SEEING YOUR ENEMIES AT EACH OTHER'S THROATS!

BY THE WAY, IT WAS *YOU* WHO SICCED *BOOMERANG* ON ME A FEW WEEKS BACK, WASN'T IT?*

THIS AUDIENCE IS ENDED! YOU MAY GO NOW...

I'LL BE BACK...SOMETIME SOON!

*PPTSS #67.

SOMETIME LATER, ON MANHATTAN'S POSH UPPER EAST SIDE...

I WOULD HAVE LOVED TO HAVE HAULED KINGPIN OFF TO JAIL...

STILL, HE DID DIRECT ME TO SILVERMANE'S DIGS!

GUARDS AT THE DOOR--

--AND AN AMBULANCE 'ROUND BACK.

PLACE GIVES THE IMPRESSION OF A *PRIVATE HOSPITAL* CATERING TO ONE VERY SPECIAL PATIENT... *SILVERMANE!*

THE SHIPMENT OF GUATEMALAN COCAINE IS SET TO ENTER MIAMI TONIGHT!

EXCELLENT! ALL THE POLICE EFFORTS TO STEM THE FLOW OF JAMAICAN MARIJUANA HAVE FAILED!

CRIPES, SILVERMANE'S RUNNING AN INTERNATIONAL DRUG CLEARINGHOUSE FROM HIS BED!

UH-OH! MY SPIDER-SENSE SUDDENLY WENT CRAZY! SOMEONE'S BEHIND ME! GOTTA LEAP...

KRASH

SILVERMANE!

WE HAVE COME FOR YOU.

I RECOGNIZE SPIDER-MAN! BUT WHO ARE THE OTHER TWO??

IT'S *CLOAK & DAGGER*-- THEY'RE HERE!

DRILL 'EM--AND ASK THEIR IDENTITIES LATER!

DAGGER! HOW'D YOU AND THAT DARKNIGHT DREAMBOY OF YOURS FIND SILVERMANE'S DIGS?

BLAM

BLAM

BLAM

WE ASKED SILVERMANE'S WHEREABOUTS FROM THE KINGPIN, WHEN WE SAW YOU LEAVING.

YOU'VE BEEN FOLLOWING ME?!?

YES! WE KNEW YOU WOULD ATTEMPT TO REACH SILVERMANE BEFORE WE DID--

--SO WE LET YOU LEAD US TO HIM.

I REALLY UNDERESTIMATED CLOAK AND DAGGER!

I HOPE I DON'T MAKE THAT MISTAKE AGAIN!

SOK

HI, SILVERMANE! HOPE YOU DON'T MIND MY DROPPING IN LIKE THIS!

KEEP SPIDER-MAN AWAY FROM ME, YOU FOOLS! PROTECT ME!

PLAYING WET NURSE TO A BIG, BAD GANG-BOSS SOUNDS LIKE A THANKLESS TASK, BOYS!

BLAM!

I'D ASK FOR TIME-AND-A-HALF IF I WERE YOU!

SPIDER-MAN, I AM... *ENJOY-ING*... FIGHTING SIDE-BY-SIDE WITH YOU.

IT WOULD BE NICE IF OURS COULD BE A PERMANENT PARTNERSHIP.

THE DAME'S HIT THE GROUND FOR THE FIRST TIME SINCE THE BREAK-IN!

SHE MUST BE TIRING! RUSH HER!

UNFORTUNATELY, CLOAK REFUSES TO LET OTHERS SHARE IN OUR LIVES, OUR MISSION...

OMIGOSH! S-SHE'S TAKING OUT THOSE THUGS WITH HER DAGGERS OF LIGHT!

WHOOPS! WHILST I WAS MEDITATING UPON THE FAIR MYSTERY MAIDEN, SILVERMANE SIGNALLED FOR REINFORCEMENTS!

WHERE *DO* MOB BOSSES FIND ALL THESE CHEAP GUNSELS? IS THERE SOME VOCATIONAL TRAINING SCHOOL I DON'T KNOW ABOUT?

THWIP

THIS SHOULD PREVENT ANY MORE FROM CRAWLING OUT OF THE WOODWORK!

LOOKS LIKE *CLOAK* HAS HIS HANDS FULL, TOO!

HECK, MAYBE I WAS WRONG TO THINK THEY NEEDED PROTECTION FROM SILVERMANE! THEY SEEM TO BE DOING JUST FINE!

UH-OH! THE OLD *SPIDER-SENSE* JUST CAME ON LINE!

THERE'S *DANGER*-- THE GRADE "A" KIND!

"CLOAK IS GOING AFTER SILVERMANE ALONE!"

SILVERMANE, THE DRUGS YOU SELL HAVE TAKEN COUNTLESS LIVES, AND RUINED INNUMERABLE OTHERS.

TONIGHT YOU SHALL ANSWER FOR YOUR CRIMES.

LIKE A SHIFTING SHADOW, THE MAN CALLED CLOAK STALKS CLOSER TO THE GANG BOSS'S BEDSIDE BUT THEN...

I'VE BEEN ANSWERING FOR MY CRIMES SINCE THE DAY A HIGH FALL BROKE MY BODY INTO IRREPARABLE PIECES!

KILL ME IF YOU WANT ME DEAD! YOU'LL BE DOING ME A FAVOR!

DON'T DO IT, CLOAK! CALL THE POLICE! DON'T TAKE THE LAW INTO YOUR OWN HANDS!

ONE SECOND, THERE IS A BEING OF FLESH-AND-BLOOD IN SPIDER-MAN'S GRASP...

THE NEXT, ONLY A SHADOW...

CLOAK TELEPORTED AGAIN! HOW DOES HE DO THAT??

DAGGER, SILVERMANE MUST BE PUNISHED! WILL YOU FAIL ME AGAIN?

N-NO, CLOAK...

...I *HATE* HIS KIND AS MUCH AS YOU DO!

DAGGERS OF LIGHT SLICE TOWARD SILVERMANE...

...ONLY TO BE INTERCEPTED BY THE SUDDEN APPEARANCE OF THE SPECTACULAR SPIDER-MAN!

NO, DAGGER! I WON'T LET YOU KILL--! ÷UNN÷

COLD ENVELOPS THE WONDROUS WALL-CRAWLER! NUMBING, FREEZING COLD...

SPIDER-MAN! I DIDN'T MEAN TO...!

HE BROUGHT MISFORTUNE UPON HIMSELF! IT IS TIME TO DEAL WITH SILVERMANE!

NAIVE CHILDREN!

WITH A SPEED BELYING HIS APPARENT INFIRMITY, THE AGED CRIME-LORD DEPRESSES A BUTTON ON HIS LIFE-SUPPORT HARNESS...

DAGGER! GET... DOWN!

FROOSHHH!

OHHH!

THOUGH BARELY CONSCIOUS, SPIDER-MAN SENSES THE DANGER... AND DESPERATELY SNATCHES DAGGER FROM THE FLAMES OF DEATH!

FLAMES WHICH NEVER TOUCHED THE MAN CALLED CLOAK...

ENOUGH, OLD MAN! YOUR TIME HAS COME!

Y-YOU SAVED MY *LIFE!?!*

I-IF THAT MEANS... YOU OWE ME... THEN I'M... CALLING IN... THE CHIPS!

DON'T BECOME... A KILLER! DON'T MURDER... SILVERMANE!

DAGGER, SILVERMANE IS HELPLESS! THERE ARE NO MORE HIDDEN DANGERS!

BUT--!

WE HAVE NO TIME TO ARGUE! IT IS TIME FOR OUR DUTY TO BE DONE!

KILL HIM.

LIGHT SHIMMERS AT DAGGER'S FINGER-TIPS.

SHE STANDS LIKE AN ANGEL...

...AN ANGEL OF DEATH!

SILVERMANE'S END IS SWIFT AND SILENT.

NO!

CLOAK! YOU FORCED HER TO BECOME A MURDERESS! IT'S ALL YOUR FAULT!

NO, SPIDER-MAN-- IN THE END, CLOAK'S DESIRE WAS THE SAME AS MY OWN!

THE END JUSTIFIES THE MEANS! A GREAT EVIL HAS PASSED--AND THIS EPISODE IS ENDED! FAREWELL...

THROUGH SLASHED LIFE-SUPPORT TUBES, THE DRUG-FILLED FLUID THAT KEPT SILVERMANE ALIVE DRIPS DOWN, STAINING THE CARPET RED...

CLOAK THINKS IT ALL ENDS HERE! HE'S WRONG-- *DEAD WRONG!*

TO BE CONTINUED NEXT MONTH!

60¢ | 70 SEPT 02199

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER, THE SPECTACULAR

SPIDER-MAN®

IS THIS THE END OF CLOAK and DAGGER--?!

HANNIGAN & MILGROM '82

STAN LEE PRESENTS: PETER PARKER, THE SPECTACULAR

SPIDER-MAN

OF ALL THE PLACES TO GET HUNG UP, I HAD TO CHOOSE THE BEDROOM OF A SLAIN CRIME-CZAR!

SCRIPT: BILL MANTLO
ART: ED HANNIGAN & AL MILGROM
LETTERS: JOE ROSEN
COLORS: GLYNIS WEIN
EDITOR: TOM DeFALCO
CHIEF: JIM SHOOTER

I CAME HERE TO STOP *CLOAK & DAGGER* FROM KILLING *SILVERMANE* --BUT I BLEW IT!

AND NOW, SILVERMANE'S GUNSELS ARE SHOOTING THROUGH THE DOORS I WEBBED SHUT!

BRATTATTATTATTA

THE GREAT CLOAK & DAGGER HUNT!

BREAK THAT DOOR DOWN! WE HAVEN'T A MOMENT TO LOSE!

WE'RE HURRYIN', DOC-- BUT SOMETHIN'S HOLDIN' IT IN PLACE!

WEBBING! LOUSY WEBBING!

NO, NOT LOUSY WEBBING, GENTS! I ONLY USE THE BEST!

SPIDER-MAN! HE WAS WAITING FOR US!

HARDLY! I JUST WOKE UP ON THE FLOOR--

--IN TIME TO HEAR YOU JOKERS KNOCKING!

IGNORING SPIDEY'S BANTER...

...ONE FIGURE REMOVES HIMSELF FROM THE MELEE TO ATTEND SILVERMANE.

THE BOSS'S INTRAVENOUS TUBES HAVE BEEN CUT!*

*BY DAGGER LAST ISH!

SILVERMANE IS ABOUT AS CLOSE TO DEATH AS YOU CAN GET! BUT WE PLANNED FOR THIS EVENTUALITY!

IF I CAN GET HIM TO THE LAB QUICKLY, THERE MAY STILL BE TIME--

--FOR SILVERMANE TO BE *REBORN!*

CLIK

AT THE PUSH OF A BUTTON, THE CRIME CZAR'S BED IS ENCLOSED WITHIN A PROTECTIVE CANOPY...

WHAT THE HECK'S GOING ON OVER THERE UNDER THE SCREEN?

THE GUY WITH SILVERMANE LOOKED LIKE A DOCTOR!

WHAT CAN YOU PRESCRIBE FOR THE DEAD--*LILIES?!?*

HOLD STILL, WILLYA?

WHY? SO I CAN POSE FOR SWISS CHEESE ADS? NO THANKS!

SPOK!

I CAN BARELY SEE THROUGH THIS THING--BUT IT LOOKS LIKE THAT DOC IS TRYING REAL HARD TO REVIVE HIS BOSS!

I KNOW SILVERMANE'S CHEATED DEATH BEFORE--BUT HE WON'T MAKE IT THIS TIME!

UH-OH! I FORGOT ABOUT SILVERMANE'S MERRY MARKSMEN!

BUT MY TRUSTY SPIDER-SENSE DIDN'T!

I MISSED HIM! BUT HOW--?

DIDN'T YOU KNOW THAT WE SPIDERS CAN SENSE DANGER?

SPAK

OH, YEAH? WELL, HOWCUM YA DIDN'T SENSE THIS?!

I DID, DUMBBELL! IF YOU'LL NOTICE, YOU NEVER TOUCHED ME--

--SINCE I WAS ALREADY MOVING FORWARD TO POSITION MYSELF--

--TO TAKE OUT *TWO* FOR THE PRICE OF ONE!

THWIP

THWIP

BLASTED INSECT! I'D LIKE TO SWAT YOU!

I'LL BET YOU WOULD!

IT'S BEEN A NICE FIGHT-- BUT I THINK IT'S TIME I CUT OUT!

EVEN MY SPIDER-SENSE WOULD BE HARD-PRESSED TO AVOID ALL THE FLYING LEAD!

I'LL RETRIEVE MY STURDY AUTOMATIC CAMERA FROM WHERE I WEBBED IT!

AND THEN, IT'S AU REVOIR, MES AMIS!

BRATTA-TATATATATATA

BUT THEN, EVEN BEFORE THE MOBSTERS CAN GIVE CHASE, AN AUTHORITATIVE VOICE CRIES OUT...

FORGET SPIDER-MAN!

WE MUST SAVE SILVERMANE!

AT THE DOCTOR'S COMMAND, ROUGH HANDS GRIP THE CANISTER WHICH NOW ENCLOSES THE CORPSE OF SILVERMANE.

DOC, THIS THING WEIGHS A TON!

IT CONTAINS LIFE-SUPPORT SYSTEMS!

BUT THE BOSS IS DEAD!

THE DOCTOR SAYS NOTHING...

OUTSIDE, AN AMBULANCE HAS STOOD WAITING...

IT'S ALMOST LIKE THE BOSS ANTICIPATED HIS OWN MURDER!

WHEN YOU REACH SILVERMANE'S AGE--

--YOU DON'T LEAVE ANYTHING TO CHANCE!

THE AMBULANCE'S DEPARTURE IS MASKED BY THE SCREAM OF APPROACHING POLICE SIRENS...

WREEEEEE

WHAT HAPPENED HERE, PAL?

I AIN'T SAYING NOTHING!

CAPTAIN -- THERE'S WEBBING ALL OVER THE PLACE.

--AND BLOOD-LIKE STAINS ON THE BED!

GET A CHEMICAL ANALYSIS OF THE STAINS, SERGEANT!

SHOULD WE PUT OUT AN ALL-POINTS BULLETIN ON SPIDER-MAN?

NO! NOT YET...

I DON'T KNOW WHO PHONED IN THIS ANONYMOUS TIP--

"--BUT I KNOW WHO'D BENEFIT THE MOST FROM IT!"

THE THOUGHT OF THE POLICE CHASING SPIDER-MAN-- WHO IS CHASING CLOAK & DAGGER--WHO ARE CHASING SILVERMANE PLEASES ME!

THE *KINGPIN* OF CRIME LIKES TO SEE HIS ENEMIES FIGHTING EACH OTHER!

MEANWHILE...

I CAN'T GET OVER THE FEELING THAT SOMEONE'S BEEN USING ME--AND DIRECTING MY FATE AS IF I WERE A PUPPET ON A STRING!

BUT I CAN'T WORRY ABOUT THAT NOW! I'VE GOTTA GET HOME--

--GET OUT OF MY SWEATY COSTUME--

--GET THIS FILM DEVELOPED AND OVER TO THE *DAILY BUGLE*--

--AND START STUDYING FOR MY EXAMS BEFORE I COLLAPSE FOR THE NIGHT!

QUANTUM PARTI

PHYSICS

BUT THEN...

SNORE!

ELSEWHERE, AT THAT PRECISE MOMENT...

IT WILL SOON BE SUNRISE, DAGGER.

YES, THE NIGHT'S DARK DEEDS ARE DONE!

THEY APPEAR AS IF FROM NOWHERE, SHROUDED IN THE EBONY DARKNESS THAT IS THE YOUTH CALLED **CLOAK.**

OUR MISSION IS NEVER OVER! THERE ARE ALWAYS THOSE WHO MUST PAY FOR THEIR CRIMES!

WHO APPOINTED US JUDGE, JURY, AND EXECUTIONERS?

WHAT IS IT, DAGGER? WHAT'S WRONG?

WE DIDN'T EVEN KNOW SILVERMANE-- AND YET WE HAD TO KILL HIM! *WHY--?!*

HE WAS RESPONSIBLE FOR THE SALES OF DRUGS TO CHILDREN!

HAVE YOU FORGOTTEN THAT? HAVE YOU FORGOTTEN THAT CRIMINALS AND THEIR ILLICIT DRUGS MADE US WHAT WE ARE NOW?*

I-I COULD NEVER FORGET THAT, CLOAK!

*IT HAPPENED IN PPTSS #64!

HOW CAN WE REST WHILE OTHER PUSHERS ARE DEALING THE SAME FATE-- OR WORSE-- TO OTHER HELPLESS RUNAWAYS?!

IT'S JUST THAT I'M SO TIRED!

I WANT TO BE LIKE OTHER KIDS! I WANT TO BE NORMAL!

SUDDENLY, SOMETHING IN THE ALLEY BELOW CATCHES CLOAK'S ATTENTION...

YOU CUT THIS STUFF ANY, MAN?

WHAT YOU MEAN, BROTHER? THAT'S 100% PURE!

MAYBE HE AIN'T INTERESTED?

EASE UP! THIS IS A FREE SAMPLE! I'LL BET YOU'LL LIKE IT, AND COME BACK!

YES, YOU WILL!

NO, HE WON'T, STREET-SCUM!

YOU'VE JUST MADE YOUR LAST SALE!

A CLOAK OF DARKNESS SPREADS ACROSS THE NIGHT...

...AS DAGGERS OF LIGHT STRIKE THE PUSHERS, CHILLING THE BLOOD WITHIN THEIR VEINS!

ARRGH!

WHEN THESE MEN AWAKE, THEY WILL THINK LONG AND HARD BEFORE DARING TO GO OUT ON THE STREETS AGAIN!

THE NEXT DAY, AT THE EDITORIAL OFFICES OF THE NEW YORK DAILY BUGLE...

MORNING, PETER! BE CAREFUL-- JONAH'S ON THE WARPATH.

WHEN ISN'T HE, ROBBIE?

I'VE GOT SOMETHING TO SOOTHE HIS SAVAGE SOUL.

GET OUTTA HERE, PARKER! SILVERMANE WAS MURDERED IN HIS SLEEP LAST NIGHT AND WE DIDN'T GET A SINGLE SHOT OF...

AHEM!

SAY! WHAT'S THAT YOU'RE HOLDING--?

PICTURES OF SILVERMANE IN HIS DEATHBED--?! PARKER, M' BOY-- THESE ARE GOOD!

LEVEL WITH ME, SON--THE WALL-CRAWLER KILLED SILVERMANE, DIDN'T HE?

NO, BUT THAT WON'T STOP YOU FROM PRINTING IT THAT WAY!

JONAH, WE JUST GOT A POLICE SKETCH OF SILVERMANE WE CAN RUN...

FORGET IT, ROBBIE! WE'RE GOING TO REMAKE PAGE ONE--

--AND USE PARKER'S PHOTOS UNDER THE HEADLINE: CRIME CZAR KILLED BY SPIDER-MAN!

JONAH, SOMEDAY SPIDER-MAN'S GOING TO SUE YOU FOR LIBEL.

LET HIM! TO DO IT, HE'LL HAVE TO REVEAL HIS IDENTITY IN COURT!

SOMEDAY IT JUST MIGHT BE WORTH IT, YOU OLD HYENA-- BUT NOT TODAY! I'VE GOT TO GET THROUGH SCHOOL--

--AND THEN BACK ON THE TRAIL OF CLOAK & DAGGER!

DAILY BUGLE

AM I ALIVE?

YES, OPEN YOUR EYES.

DOCTOR, YOU'VE DONE IT!

BUT I'M STILL THE SAME! STILL OLD!

YES, SILVERMANE, YOU'RE STILL OLD...

BUT YOU ARE *NOT* THE SAME!

"NO, NOT THE SAME AT ALL!"

YOU'RE RIGHT, DOCTOR! I CAN FEEL STRENGTH FLOODING THROUGH MY VEINS -- POWER COURSING THROUGH EVERY FIBER OF MY BEING!

I'VE TRANSCENDED DEATH TO BE REBORN AS SOMETHING MORE THAN HUMAN!!

HUMAN?? WHY SHOULD I EVER WISH TO BE HUMAN AGAIN?!

SKROOM

WE'VE TRANSPLANTED YOUR BRAIN AND MOST OF YOUR VITAL ORGANS INTO A BIONIC BODY. OF COURSE, IT IS JUST A TEMPORARY HOLDING SHELL.

ONCE A SUITABLE--ER-- DONOR IS FOUND, WE'LL MAKE YOU HUMAN ONCE AGAIN AND WORK ON REVERSING THE AGING PROCESS.

THIS INCREDIBLE BODY MAY BE ARTIFICIAL, BUT I CAN FEEL ITS STRENGTH -- ITS POWER!

NO LONGER SHALL I BE SILVERMANE THE SCHEMER-- THE PLANNER! NOW I AM SILVERMANE THE UNSTOPPABLE!

AND I WANT TO GET CLOAK & DAGGER FOR WHAT THEY DID TO ME!

SILVERMANE-- WAIT! COME BACK! YOU DON'T UNDERSTAND--!

BUT THE LIVING ENGINE OF DE-STRUCTION HAS NO PATIENCE FOR ANYTHING--SAVE VENGEANCE!

KRASH!

SHEESH! HE LEAPED THAT TALL BUILDING IN A SINGLE BOUND!

THIS IS DISASTROUS! SILVERMANE COULD BE DEAD BEFORE NIGHTFALL!

HIS BIONIC BODY MAY BE BUILT LIKE A TANK-- BUT HIS ORGANS ARE STILL OLD AND FRAIL!

HE'LL RUN DOWN LIKE A CLOCK WITH A TIRED MECHANISM--AND DIE!

MEANWHILE...

BRRING!

THERE'S THE DISMISSAL BELL, CLASS! MR. PARKER, I TRUST YOU'VE ENJOYED SLEEPING THROUGH ANOTHER ONE OF MY LECTURES. I SEE BY THE FRONT PAGE OF THE DAILY BUGLE THAT YOU WERE OUT LATE AGAIN LAST NIGHT!

A PITY YOU VALUE NEWSPRINT MORE THAN STUDYING!

UH--YES, SIR! I MEAN, NO, SIR!

SWELL! DR. SLOAN CAUGHT ME DOZING IN CLASS AGAIN! THERE'S NO EXCUSE I CAN OFFER! I'D BETTER SLINK OUT WHILE I CAN!

OUTSIDE THE CLASSROOM DOOR **DEBRA WHITMAN** IS WAITING...

PETER, I MUST TALK TO YOU!

DEB, IF IT'S ABOUT ME BELTING THAT PREPPY BOYFRIEND OF YOURS...!

NO, PETER--IT'S NOT ABOUT BIFF RIFKIN AT ALL!

I--I'M WORRIED ABOUT YOU. I CAN'T HELP IT. THOSE AWFUL CRIME PICTURES YOU TAKE...

...HELP PAY MY RENT, MY TUITION, AND MY AUNT MAY'S MEDICAL EXPENSES, DEB. WHOEVER SAID, "CRIME DOESN'T PAY!" WASN'T A PHOTOJOURNALIST!

IT'S NOT YOUR PICTURE-TAKING THAT SCARES ME, PETER!

AC/DC

THEN WHAT? OH, EXCUSE ME, DEB--I WANT TO HEAR THIS TV NEWS FLASH!

ALL OVER MANHATTAN DROVES OF DRUG DEALERS ARE TURNING THEMSELVES IN--

--SEEKING SANCTUARY FROM WHAT THEY CLAIM IS HARASSMENT BY THREE STRANGELY-POWERED SUPER-BEINGS!

THREE? SINCE WHEN DID CLOAK & DAGGER BECOME A *TRIO*?

UH--SORRY, DEB, BUT I'VE GOTTA GO!

BECAUSE OF THAT REPORT?

DON'T GO, PETER! DON'T EXPOSE YOURSELF TO DANGER!

DEB, PHOTOGRAPHING SUPER-CRIMINALS IS MY SPECIALTY--IT'S WHAT I GET PAID FOR!

YOU'RE LYING TO ME, PETER!

YOU'RE NOT GOING TO PHOTOGRAPH SUPER-VILLAINS--BUT TO *FIGHT* THEM!

I KNOW YOUR TERRIBLE SECRET! YOU CAN'T FOOL ME ANY LONGER! YOU ARE SPIDER-MAN, AND I...

...I AM SO AFRAID!

THE NEW YORK CITY SUBWAY SYSTEM IS A LOUSY PLACE TO VISIT--BUT A CONVENIENT PLACE FOR CONDUCTING THE BUSINESS OF CRIME!

I'M TELLIN' YA, MAN, THIS STUFF IS JUST OFF THE BOAT FROM COLUMBIA!

THAT'S WHAT YOU SAID ABOUT THE LAST BATCH!

MY MAN, THIS IS THE PRIME MERCHANDISE! THAT STUFF WAS STRICTLY FOR RESALE!

THIS IS GONNA BE THE LAST BATCH THIS WEEK! I HEAR SOMETHIN'S HAPPENED TO SILVERMANE!

SHOOT! THAT OLD BUZZARD'S OUR MAIN SUPPLIER! IF HE KICKS THE BUCKET...

AND BROOKLYN

SUCH CONCERN FOR MY HEALTH IS MOST TOUCHING, STREET-SLIME!

IN FACT, IT'S MUSIC TO MY AUDIO-ENHANCED HEARING!

YEOW!

S-SONNY, THE CHASSIS MAY BE NEW, BUT I KNOW THAT FACE!

IT'S NUMERO UNO HIMSELF-- *SILVERMANE!*

THAT'S RIGHT, SONNY, AND I WANT ANSWERS! DID YOU BETRAY ME TO CLOAK & DAGGER?!

CRIPES! THE OLD GEEZER KNOWS WE SPILLED THE BEANS!

THAT DAGGER CHICK WOULDDA FROZE US IF WE HADN'T!

TONY B. & TRACEY T.

TRY TELLIN' THAT TO SILVERMANE!

WRENCH!

MAN, WE THOUGHT *HE'D* BE ABLE TO TAKE CARE OF 'EM! WE SURE COULDN'T!

I SHALL DEAL WITH CLOAK & DAGGER, SONNY-- ONCE I AM DONE WITH YOU!

SP RANG H

HE- HE CHUCKED THAT GIRDER LIKE IT WAS NUTHIN'!

NOW HE'S COMIN' TOWARDS US!

LOOKIT HIS EYES, MAN! HE MEANS TA KILL US!

THEN IT'S A GOOD THING YOU JUST APPLIED FOR A SPIDER-INSURANCE POLICY-- ISN'T IT, FELLAS?

SPIDER-MAN!

AH! FAME IS THE NAME OF THE GAME!

HI, SILVERMANE! DID YOU MISS ME?

BLANNG

WEB-SWINGING FOOL! I'LL CRUSH YOU LIKE AN OVER-RIPE GRAPE!

BYE, WALL-CRAWLER! SEE YOU IN THE OBITUARIES!

MAN, YOU BETTER HOPE SPIDER-MAN WINS-- OR SILVERMANE MIGHT COME AFTER US AGAIN!

THIS IS QUITE A SWITCH, SILVY! I'M NOT OFTEN PROCLAIMED THE PROTECTOR OF THE UNDER-WORLD!

BUT THAT'S NOT WHY I'M HERE! I'M AFTER CLOAK & DAGGER-- AND I GATHER YOU ARE, TOO!

I SHALL *DESTROY* THEM-- AFTER I'VE FINISHED WITH YOU!

AW, COME ON! THEY'RE JUST A PAIR OF KIDS!

YOU DON'T WANT A REPUTATION AS A CHILD-BEATER, DO YOU?

THE ONLY REPUTATION I CRAVE, WALL-CRAWLER, IS AS THE KING OF CRIME!

HOLY MOTHER OF MERCY!

BUT THEN, AS THE THUNDERING SUBWAY TRAIN ROARS PAST...

I SHALL ACHIEVE THAT HONOR BY SLAY-ING YOU-- AND THAT INFERNAL DUO!

THERE'RE TWO MADMEN FIGHTING ON THE TRACKS!

FAREWELL, WEB-SLINGER! WE SHALL FINISH THE BATTLE AT A TIME AND PLACE OF MY CHOOSING!

DON'T BET ON IT, BIONIC BRAIN! THERE'S NO WAY YOU CAN ESCAPE A GUY WHO MOVES WITH THE PROPORTIONAL SPEED OF A SPIDER!

HEY! WHAT ARE YOU DOING TO THE ENGINEER?!

I AM ENSURING YOUR DEATH--BY PUTTING HIM TO SLEEP!

SOUTH FERRY

1

ELSEWHERE...

MAN, RUNNIN' DOWN DARK SUBWAY TRACKS IS HAIRY BUSINESS!

HEY, MAN! WE'RE ALIVE! WE GOT AWAY FROM SILVERMANE!

YEAH, BUT NOT FROM--

MORE ROCK

91

--CLOAK & DAGGER!

OH, SPIT! THEY'RE THE ONES WHO GOT US INTO THIS MESS IN THE FIRST PLACE!

WE'VE BEEN WAITING FOR YOU, RAT-DIRT!

WE HEARD YOU MENTION... SILVERMANE!

WE WANT THE CRIME-CZAR AS MUCH AS HE WANTS US!

MEANWHILE...

L-LOOK WHAT JUST CRASHED THROUGH THE FRONT OF THE TRAIN!

RUN BEFORE WE'RE ALL KILLED!

I'VE GOTTA STOP SILVERMANE AND GET THIS RUN-AWAY TRAIN BACK UNDER CONTROL--BEFORE WE CRASH!

CAREENING THROUGH THE TUNNEL, THE DOWNTOWN EXPRESS APPROACHES 91ST STREET...

THERE! THAT IS THE TRAIN WHICH CARRIES SILVERMANE!

BUT THERE'S NO ENGINEER DRIVING IT, CLOAK!

IT'S OUT OF CONTROL--AND IT'S COMING RIGHT AT YOU!

CALMLY, IMPASSIVELY, THE BLACK YOUTH EXTENDS HIS CLOAK OF DARKNESS...

...SWALLOWING THE SUBWAY TRAIN WHOLE!

INSIDE...

THE LIGHTS! WHAT'S HAPPENED TO THE LIGHTS?!

KLUD

YOU WOULDN'T BELIEVE ME IF I TOLD YOU!

Y-YOU PHASED AN ENTIRE SUBWAY TRAIN THROUGH YOU!

CLOAK! HE'S OUT THERE! THAT DARKNESS HAD TO BE HIS WORK!

SILVERMANE SHALL HAVE HIS REVENGE NOW!

NO! THEY'RE JUST KIDS!

WITH ENOUGH POWER TO MAKE ME WONDER--

--WHETHER I SHOULD BE SAVING THEM FROM SILVERMANE, OR *HIM* FROM THEM??

SWASH

NOTHING WILL KEEP ME FROM CLOAK & DAGGER NOW!!

S-SO WEAK, T-THE EFFORT OF PHASING TRAIN -- WAS TOO MUCH FOR ME!

SILVERMANE'S SEEN US! HE'S COMING TO KILL US!

BUT THEN...

EMERGENCY BRAKE

SKREEEEEE

THERE! TRAIN'S STOPPED -- PASSENGERS ARE SAFE -- AND ENGINEER'S COMING AROUND!

TIME TO PULL THE PLUG ON SILVERMANE BEFORE HE HURTS HIMSELF!

UH-OH! LOOKS LIKE CLOAK'S IN TROUBLE! SILVERMANE HAS GOT HIM ON THE ROPES --

--AND DAGGER'S HOLDING BACK! I WONDER IF SHE CAN GENERATE HER LIGHT-LANCES IN THE DARK?

WHERE ARE YOUR MUCH-VAUNTED POWERS OF DARKNESS NOW?

YOU BOASTED OF YOUR POWER WHEN YOU CAME TO SLAY A DYING MAN IN HIS BED!

WHERE IS YOUR BRAVADO NOW?!

HAVING OVER-EXTENDED HIMSELF, CLOAK IS TOO WEAK TO SUMMON HIS POWER AGAINST SILVERMANE...

...TOO WEAK, EVEN TO HOLD HIMSELF TOGETHER AS, BATTERED AND BRUISED, HIS DARKNESS BEGINS TO DISSIPATE!

I HOPE YOU DON'T MIND IF I CUT IN, BOYS! I WAS STARTING TO GET LONELY!

THWIP

WHILE SILVERMANE TRIES TO PEEL MY WEBBING OFF HIS BIONIC PEEPERS, I'LL CARRY CLOAK TO SAFETY!

I'LL DESTROY YOU FOR THIS, SPIDER-MAN!

FOR A GUY WHO'S USUALLY NOT MUCH MORE THAN A SHADOW, HE SEEMS SOLID ENOUGH NOW!

BLANG

HEY, DAGGER! COVER US!

STANDING ON THE SIDELINES AS SPIDER-MAN RESCUED HER PARTNER, DAGGER NOW CHOOSES TO ACT...

...BUT HER LIGHT-KNIVES ARE FEEBLE AND SLOW.

THEY ONLY SERVE TO ENRAGE SILVERMANE FURTHER!

FOOLISH CHILD! I HAVE SUFFERED ENOUGH AT YOUR HANDS!

NOW IT IS YOUR TIME TO *DIE*!!

KRAKAKOOOMMMMMMMMM

AND THEN...

I--I DON'T BELIEVE IT! SILVERMANE'S ACCIDENTALLY COLLAPSED THE TUNNEL UPON HIM-SELF!

YES, AND HE OPENED A PATH TO THE LIGHT ABOVE!

FOR THAT, I AM GRATEFUL! WITH CLOAK HURT, MY POWER WAS HALVED!

I AM NOW RESTORED!

LET THAT BE YOUR EPITAPH, GIRL-CHILD-- FOR SILVERMANE STILL LIVES--

--AND HE'S GOING TO KILL YOU!

ANGER WELLS WITHIN DAGGER'S BREAST!

NO! YOU'RE NOT GOING TO KILL ANYONE...

...EVER AGAIN!

HER LIGHT-KNIVES FLY--

GLOWING SCIMITARS OF SUNLIGHT SLASH THROUGH SILVERMANE --ARMOR, ORGANS AND ALL!

BZZZZ

HAH!

WAS THAT YOUR BEST SHOT, YOUNG LADY? IT WASN'T GOOD ENOUGH! I LIVE! SILVERMANE--

--LIVES!

DAGGER! FROM THE SMELL OF BURNING CIRCUITRY, I'D SAY YOU SHORTED HIM OUT!

HE DESERVED TO DIE.

SO DO ABOUT TEN ZILLION PEOPLE--

--BUT NOBODY NAMED YOU JUDGE, JURY AND EXECUTIONER! YOU'LL FOREVER BE BETWEEN THE LAW AND LOUSES LIKE SILVERMANE! YOU'RE ONLY KIDS! WHY DON'T YOU GIVE THIS ALL UP, AND LEAD NORMAL LIVES?

DAGGER, I KNOW THAT'S WHAT YOU WANT!

SPIDER-MAN, YOU MAY BE RIGHT-- BUT, FOR REASONS OF WHICH I CANNOT SPEAK, I MUST FOREVER STAY WITH CLOAK!

COME, DAGGER! IT IS TIME TO GO.

LET HER GO, CLOAK! WHAT KIND OF HOLD DO YOU HAVE OVER HER?!

WHATEVER CHAINS SHACKLE US TOGETHER--

--ARE MUTUALLY IMPOSED.

CLOAK & DAGGER FADE INTO THE NIGHT...

...AND SPIDER-MAN STANDS ALONE.

EPILOGUE: THE EVENING NEWS REPORTS A GIANT HOLE WHICH SNARLS WEST SIDE TRAFFIC FOR HOURS.

A DOWNTOWN EXPRESS TRAIN IS RUMORED TO HAVE GONE OUT OF CONTROL STRIKING SEVERAL SUPPORT COLUMNS. MIRACULOUSLY, ALL THE PASSENGERS ARE EVACUATED SAFELY, AND SERVICE IS SOON RESTORED.

BUT, THERE IS A MYSTERY HERE...

THE PASSENGERS SPEAK OF AN ALL-ENVELOPING DARKNESS AND A SOUL-NUMBING COLD THAT SEEMED TO SWALLOW THE TRAIN JUST BEFORE THE ACCIDENT...

...AND THE POLICE FIND TRACES OF SPIDER-MAN'S WEBBING ON THE TRACKS--

DOWNTOWN IRT 1 BDWAY

--ALONGSIDE AN UNCONSCIOUS FIGURE IDENTIFIED AS THAT OF THE ALLEGEDLY SLAIN CRIME CZAR...SILVERMANE!

SOMEWHERE, DEBRA WHITMAN TUNES OUT THE NIGHTLY NEWS...

I-I KNOW WE'VE GONE ALL OVER THIS BEFORE--MY FANTASIES--THE WAY I MIX UP WHAT'S REAL WITH WHAT ISN'T!

BUT THIS TIME I'M SURE I'M NOT IMAGINING ANYTHING!

OH, YOU'LL LAUGH! YOU'LL SAY, "DEBRA, YOU'RE BEING SILLY!"

BUT THERE'S NO OTHER ANSWER FOR IT!

EITHER THE BOY I THINK I'M IN LOVE WITH IS SPIDER-MAN--

--OR I'M IN MORE TROUBLE THAN I THOUGHT!

JOIN US NEXT MONTH...

60¢ | 71 OCT 02199

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

©1982 MARVEL COMICS GROUP

PETER PARKER, THE SPECTACULAR SPIDER-MAN®

TM

J.R.JR. + F. GIACOIA

WITH THIS GUN--

Stan Lee presents: THE SPECTACULAR SPIDER-MAN!®

FOR THE WEB-SLINGING WONDER KNOWN AS SPIDER-MAN, THIS STORY BEGINS ONE HOT SUMMER NIGHT IN NEW YORK'S SPANISH HARLEM.

WITH THIS GUN...

I THEE KILL!

MOE'S Groceries

WELL, WELL, WELL-- WHAT HAVE WE HERE? A COUPLE OF LATE-NIGHT SHOPPERS OUT SCOUTING FOR INSTANT TORTILLA MIX?

I THOUGHT YOU SAID YOU COULD PICK THE LOCK, MAN?!

MOE'S GROCERIES

LAY OFF, WILLYA? IT'S COMIN'!

SARC

BILL MANTLO & RICK LEONARDI
SCRIPTER* PENCILER

MOONEY * ROSEN * WEIN
INKER LETTERS COLORS

DEFALCO * SHOOTER
EDITOR EDITOR-IN-CHIEF

*ADDITIONAL DIALOGUE BY BY TOM DEFALCO.

THE FAINT METALLIC SOUND OF A SNAPPING LATCHSPRING REACHES SPIDER-MAN'S EARS.

THEY'RE IN! I GOT HERE TOO LATE TO PREVENT THEM FROM BREAKING AND ENTERING!

OH, WELL, THIS IS NO BRINKS JOB--

--BUT MAYBE I CAN SNAP A FEW ACTION PIX--

--WHICH I CAN SELL TO THE DAILY BUGLE!

INSIDE THE STORE...

MOE'S GROCERIES

CRIPES! REGISTER'S EMPTY!

MAYBE THERE'S A SAFE--?

SUDDENLY, A CRIMSON CIRCLE OF LIGHT STABS DOWN FROM THE CEILING!

THERE IS NO *SAFE* PLACE YOU CAN HIDE FROM *THE SPECTACULAR SPIDER-MAN... HOO-HOO-HA-HA!*

PACO, WE'RE SPOTTED! BUT WHO IN BLAZES--??

HOW MUCH MORE OF AN INTRODUCTION DO YA NEED? SHOOT! *SHOOT!!*

SHUCKS! I WAS HOPING THAT MY *SHADOW*-Y LAUGH WOULD CLOUD YOUR MINDS--

-- SO THAT INSTEAD OF PULLING OUT YOUR POPGUNS, YOU'D TAKE A POWDER!

GUESS I WAS WRONG THOUGH, HUH?

POW

POW

PTOW

MOE'S GROCERIES

CAREFUL OF THE COSTUME, FELLAS!
I DON'T WANT YOU PERFORATING THE POLYESTER!
HE'S ALL OVER THE PLACE-- BOUNCIN' LIKE A JACK-IN-THE-BOX--TOO FAST TO DRAW A BEAD ON!
THAT'S WHAT COMES FROM CLEAN LIVING, ENOUGH SLEEP, AND A HEARTY BREAK-FAST!
I COULD KEEP THIS UP ALL NIGHT, BUT IT'S BAD FOR THE DIGESTION--
--SO HOW 'BOUT IF I FIX IT SO YOU TWO-GUN KIDS CAN'T PULL YOUR TRIGGERS?
THWIP
THWIP
WELL-AIMED WEBBING STOPS THE SHOOTING...
NIGHTY-NIGHT, CHUCKLES!
HE'S GOT PACO! I GOTTA RUN!
JUST THEN...
WHAT'S GOIN' ON IN MY STORE?
SUNNUVADOG-- A ROBBERY!
YOU PUNKS! YOU STINKIN' PUNKS! THIS IS THE FIFTH TIME I BEEN HIT THIS MONTH!
HEY, OLD MAN! GO SLOW!
YOU TELL ME WHAT TO DO? IN MY OWN PLACE?!
HUH? THE OWNER'S GOT A GUN!
STOP! I WEBBED HIS HAND TO HIS PISTOL!

THE KID'S GUN IS USELESS! THERE'S NO WAY HE CAN...

BLAM!

...SHOOT?

...CERIES

THE SCREAM OF POLICE SIRENS FILLS THE AIR. THEY WILL GROW LOUDER.

THE BODY IN SPIDER-MAN'S ARMS IS WARM. IT WILL GROW COLDER.

AND, SUSPENDED OUTSIDE, AN AUTOMATIC CAMERA CLICKS...

...AND CLICKS...

...AND CLICKS.

HOURS LATER, IN THE OFFICES OF CITY EDITOR ROBBIE ROBERTSON AT THE NEW YORK DAILY BUGLE...

...QUITE A PHOTOGRAPH, PETER.

I WISH I'D BEEN THERE TO TAKE IT!

NO YOU DON'T, LANCE.

BELIEVE ME.

I DON'T SEE WHAT YOU'RE SO UPSET ABOUT, PARKER! AN OLD MAN SHOT A BURGLAR WHO WAS TRYING TO ROB HIS STORE! SO WHAT?

THE BURGLAR WAS A *KID*, LANCE.

THE "KID" WAS *ARMED!*

BOTH THE BOY *AND* THE STORE OWNER WERE ARMED, LANCE-- THAT'S THE PROBLEM.

PERHAPS, IF NEITHER HAD POSSESSED A HANDGUN, THE BOY WOULD NEVER HAVE SUMMONED UP THE COURAGE TO COMMIT THE CRIME IN THE FIRST PLACE--

CITY EDITOR

--AND THE STORE OWNER MIGHT HAVE PHONED FOR THE POLICE INSTEAD OF SHOOTING.

THOSE ARE PRETTY BIG "*IF*s," ROBBIE!

THE STORE OWNER WAS DEFENDING HIS PROPERTY! ARE YOU SAYING THAT *NO ONE* SHOULD BE ALLOWED TO OWN HANDGUNS?

NO--I CAN CONDONE OWNERSHIP BY THE POLICE, THE MILITARY, AND PISTOL CLUBS WHERE THE GUNS ARE NEVER ALLOWED TO LEAVE THE PROPERTY.

DAILY BUGLE

BUT ACCORDING TO SOME STATISTICS I'VE JUST READ, HANDGUNS WERE RESPONSIBLE FOR OVER 25,000 FATALITIES IN 1980...

OVER 300,000 VIOLENT CRIMES WERE PERPETRATED WITH HANDGUNS IN THAT YEAR ALONE.

ALL THE MORE REASON FOR PEOPLE TO BE ABLE TO PURCHASE AND OWN A HANDGUN--TO PROTECT THEMSELVES!

THAT'S THE ARGUMENT OF THE PRO-HANDGUN LOBBY, LANCE.

BUT A HANDGUN PURCHASED FOR "PROTECTION" IS MORE LIKELY TO ACCIDENTALLY KILL *YOU* OR A MEMBER OF YOUR FAMILY THAN IT IS TO KILL A BURGLAR.

BUT, ROBBIE, EVEN I KNOW THAT *MOST* HOMOCIDES OCCUR AMONG FAMILY AND FRIENDS... WHETHER A HANDGUN IS USED OR NOT!

CITY EDITOR

LET'S NOT FORGET THE CHILDREN...

CHILDREN, ROBBIE?

YES, PETE--HANDGUNS ARE THE *FIFTH* LEADING CAUSE OF DEATH AMONG CHILDREN.

IN 1981, THE SURGEON GENERAL'S *PANEL ON THE PROMOTION OF CHILD HEALTH* RECOMMENDED A BAN ON THE SALE OF HANDGUNS TO PRIVATE INDIVIDUALS FOR THAT VERY REASON.

A *BAN* ON HANDGUNS? THAT WOULD BE UNCONSTITUTIONAL!

DOESN'T THE SECOND AMENDMENT GIVE AMERICANS THE RIGHT TO BEAR ARMS?

NOT EXACTLY, LANCE.

ON FOUR OCCASIONS THE UNITED STATES SUPREME COURT HAS RULED THAT WHAT THE FOUNDING FATHERS HAD IN MIND--

--WAS NOT *PERSONAL* SELF-PROTECTION BUT THE EXISTENCE OF AN ORGANIZED, WELL-REGULATED *MILITIA.*

BUT THOSE ARE COURT DECISIONS, NOT THE CONSTITUTION ITSELF!

RIGHT, PETE.

SO YOU'RE NOT ADVOCATING *TOTAL* GUN CONTROL, ROBBIE--JUST A BAN ON THE PRIVATE POSSESSION OF HANDGUNS?

VIOLENT CRIMES ARE LESS LIKELY TO BE COMMITTED WITH RIFLES OR SHOTGUNS. THEY'RE A LOT HARDER TO CONCEAL.

AND I HAVE NOTHING AGAINST LICENSED HUNTERS--AS LONG AS THEY'RE HUNTING ANIMALS, NOT PEOPLE.

BUT *CRIMINALS* WILL ALWAYS FIND SOME WAY TO GET HANDGUNS!

WHAT ABOUT *THAT,* ROBBIE?

ROBBIE ROBERTSON FINDS THAT HE HAS NO ANSWER...

JUST THEN...

ROBBIE! WE JUST GOT A TIP FROM THE POLICE DESK THAT AN ILLEGAL SHIPMENT OF *'SATURDAY NIGHT SPECIALS'* IS BEING SMUGGLED INTO THE CITY BY THE MOB TONIGHT!

CITY EDITO

LIKE LANCE SAID, THE WRONG PEOPLE WILL ALWAYS FIND SOME WAY TO GET THEIR HANDS ON GUNS.

ALL RIGHT, JOE-- THANKS. I'LL GET SOMEONE ON IT. PARKER, IT WAS YOUR PHOTO THAT STARTED THIS 'GUN CONTROL' BALL ROLLING! BEN URICH WILL WRITE THE STORY, AND YOU CAN DO THE PHOTOS.

PARKER?

HE JUST BOLTED OUT OF HERE LIKE HE HAD THE DEVIL ON HIS TAIL, ROBBIE! I THINK HE'S ACCEPTED THE ASSIGNMENT!

HE'S BEEN THROUGH A LOT TONIGHT-- I HOPE IT'S NOT MORE THAN HE CAN HANDLE.

CITY EDITOR

PETER PARKER MIGHT BE MY TOP COMPETITOR FOR ACTION PIX HERE AT THE BUGLE, ROBBIE--

--BUT THERE'S NO WAY YOU'RE GONNA HEAR LANCE BANNON DENY THAT THE GUY'S A PRO! HE CAN HANDLE IT!

LANCE BANNON HAS NO IDEA EXACTLY HOW MUCH HIS FELLOW PHOTOJOURNALIST HAS HAD TO HANDLE IN HIS LIFETIME...

...BOTH AS PETER PARKER, AND AS THE SENSATIONAL SPIDER-MAN!

ACCORDING TO THE GUYS AT THE CITY DESK-- THE COPS KNOW THAT THE GUNS ARE COMING IN TONIGHT-- BUT THEY DON'T KNOW WHEN OR WHERE!

S'FUNNY, I NEVER REALLY THOUGHT ABOUT 'GUN CONTROL' BEFORE, BUT I DO KNOW THAT ILLEGAL GUNS CAUSE WAY TOO MANY DEATHS!

IF I CAN STOP TONIGHT'S SHIPMENT FROM REACHING THE STREETS, MAYBE SOMEBODY, SOMEWHERE WILL REMAIN A *SURVIVOR*--

--INSTEAD OF ENDING UP A *STATISTIC!*

BUT, EVEN AS THE RED-AND-BLUE GARBED ADVENTURER SWINGS HIGH OVER THE CITY'S STREETS, SOMEPLACE, SOMEWHERE, A SLEEP-DAZED FATHER THINKS HIS HOUSE IS BEING BURGLARIZED...

...USING HIS ILLEGALLY PURCHASED HANDGUN, HE ACCIDENTALLY SHOOTS HIS SON WHO HAS ARRIVED UNEXPECTEDLY FROM COLLEGE.

I DON'T HAVE MY FINGER ON THE PULSE OF THE UNDERWORLD THE WAY SOME HEROES DO...

STILL, I BET I CAN *SCARE* SOME INFO OUT OF THIS WELL-KNOWN NUMBERS RUNNER!

WHAT THE--?!

SPIDER-MAN!

YOU KNOW ME? GOOD, THAT MEANS I DON'T HAVE TO SHOW MY AMERICAN EXPRESS CARD.

WH-WHAT DO YOU WANT?

ANYTHING YOU'VE HEARD ABOUT A SHIPMENT OF "SATURDAY NIGHT SPECIALS" COMING INTO TOWN TO-NIGHT.

A-AND IF I CAN'T REMEMBER WHAT I'VE HEARD?

YOU GET DROPPED.

YEOW!

OKAY, I HEARD SOMETHIN'!

I'M LISTENING.

WHAT THE NUMBERS RUNNER KNOWS ISN'T MUCH, AND ISN'T GOOD--

--BUT IT'S MORE THAN THE WALL-CRAWLER HAD EARLIER...

MY LITTLE BIRDIE TOLD ME TO CHECK OUT THE WEST SIDE PIERS...

PIER 70

...A PLACE CALLED JOSIE'S BAR & GRILL.

BAR JOSIE'S Grill

IT HAS TAKEN SPIDER-MAN TIME TO SWING FROM ONE SIDE OF TOWN TO THE OTHER...

...AND, IN THE INTERIM, SOMEPLACE, SOMEWHERE, A HANDGUN HAS CLAIMED TWO MORE LIVES.

INSIDE JOSIE'S...

...SO I HEAR THERE'S GOOD MONEY TO BE MADE UNLOADING A SPECIAL ORDER AT THE BROOKLYN DOCKS TONIGHT.

UH, WOULD YOU FELLOWS MIND WHISPERING A LITTLE LOUDER?

SOUND DOESN'T CARRY TOO WELL UP HERE ON THE CEILING.

WHO--?

SPIDER-MAN!

HE HEARD US!

WE GOTTA GET HIM!

DON'T EXERT YOURSELVES, GENTS.

LOOK OUT! HE'S JUMPIN' DOWN!

LET ME COME TO YOU!

NOW, BACK TO THE SUBJECT OF YOUR SECRET CONVERSATION: *WHICH* BROOKLYN DOCKS?

I DON'T KNOW WHAT YOU'RE TALKIN' ABOUT--! *OW!*

I THINK YOU DO--

--AND I'M GOING TO BOUNCE YOU AROUND UNTIL I GET AN ANSWER!

YOU AIN'T GETTING NO ANSWERS HERE, WALL-CRAWLER!

DON'T KID YOURSELF, CHUCKLES!

EVEN IF I HAVE TO ROUGHHOUSE ALL OF YOU WHARF RATS--

--I'LL GET THE INFORMATION I WANT!

I'VE NEVER SEEN ANYBODY MOVE SO FAST!

I AIN'T STAYING AROUND TO CLOCK HIM!

OH, YES--

THIP THWIP

--YOU ARE!

HE'S WEBBED THE EXITS!

CAN'T PUSH THROUGH!

MY WEBBING WILL DISSOLVE... IN TIME.

MEAN-WHILE LET'S CONTINUE OUR CAPTI-VATING CON-VERSATION.

I ALREADY KNOW ***WHAT*** AND ***WHERE***-- YOU JOKERS JUST HAVE TO TELL ME ***WHEN!***

SOMEWHERE, SOMEPLACE, THE BRID-WELLS ARE SURPRISED BY A BURGLAR. THEY ARE DEFENSELESS. HE IS NOT.

HEY! NOBODY SAID THAT CLASS WAS DISMISSED!

OH, NO! NOT MY WINDOW!

RELAX, MA'AM--

--HE'LL NEVER REACH IT!

THWAP

AW, FOR CRYIN' OUT LOUD! HE SNAGGED ME WITH HIS BLASTED WEB!

EXACTLY! START YOUR SOB-STORY, SUNSHINE--

--OR I'LL SEE THAT YOU WEEP RIVERS!

FIFTEEN SECONDS, AND ONE THIRTY FOOT LEAP LATER...

I'M OFF TO THE GREENPOINT SECTION OF BROOKLYN!

I THINK--

--THAT I ATTRACT THE WRONG CLIENTELE!

I NOW KNOW ALL THREE "W'S": WHAT, WHERE AND WHEN!

ILLEGAL HANDGUNS BEING SMUGGLED INTO NEW YORK VIA BROOKLYN AT 4 A.M.!

I'LL BE THERE!

HE IS...

MRL CATERING

THOSE ARE THE SMUGGLERS, ALL RIGHT! I'LL JUST WEB MY *BELT-CAMERA* IN PLACE, AND...

WHEEOO WHEEOO

SIRENS?

HAVING SUCCESSFULLY EMPLOYED ITS OWN INVESTIGATIVE TECHNIQUES, THE NEW YORK CITY POLICE DEPARTMENT HAS OBTAINED THE SAME INFORMATION AS SPIDER-MAN...

WHEEOO WHEEOO WHEEOO

STAND WHERE YOU ARE! PLACE YOUR HANDS OVER YOUR HEADS!

THE *COPS!*

IT'S 15-TO-20 IF WE'RE CAUGHT WITH THIS STUFF!

THEN, WE DON'T *GET* CAUGHT!

MP

CATE

SKREE

GUGG

THOSE LOUSY--!

THEY KILLED O'ROURKE!

POW PLOW PTOW

WE MISSED ONE--BUT WE GOT HIM PINNED DOWN!

KEEP LOADING THAT TRUCK!

SUDDENLY...

SPIDER-MAN!

WHAT'S *HE* DOIN' HERE?

I'M HERE TO STOP YOU FROM IMPORTING *DEATH!*

I SHOULD THINK THE ANSWER'D BE OBVIOUS.

D 79

THE LAUNCH IS THE SOURCE OF THE GUNS!

PINNED DOWN OFF EAGLE STREET. PARTNER DOWN. SEND HELP.

THESE CRATES-- THEY CAN'T ALL CONTAIN GUNS!

HOLEE~! WE'VE GOT ENOUGH FIRE-POWER HERE FOR WORLD WAR III!

THE WEB-SLINGER --HE'S ON BOARD THE LAUNCH!

GET RID OF HIM AND WE CAN ESCAPE!

THE ONLY THING GOTTEN RID OF TO-NIGHT, SCUM--

--WILL BE YOUR CARGO!

LOOK OUT! HE'S HEAVIN' A CRATE AT US!

HOW CAN ONE SKINNY GUY BE SO STRONG?

I'VE WEBBED UP THE INSTRUMENT PANEL! THE LAUNCH ISN'T GOING ANYWHERE--

--BUT IT LOOKS LIKE THE GUNSELS ARE TRYING TO MAKE A BREAK!

GOTTA SLOW THEM DOWN!

KA-POW

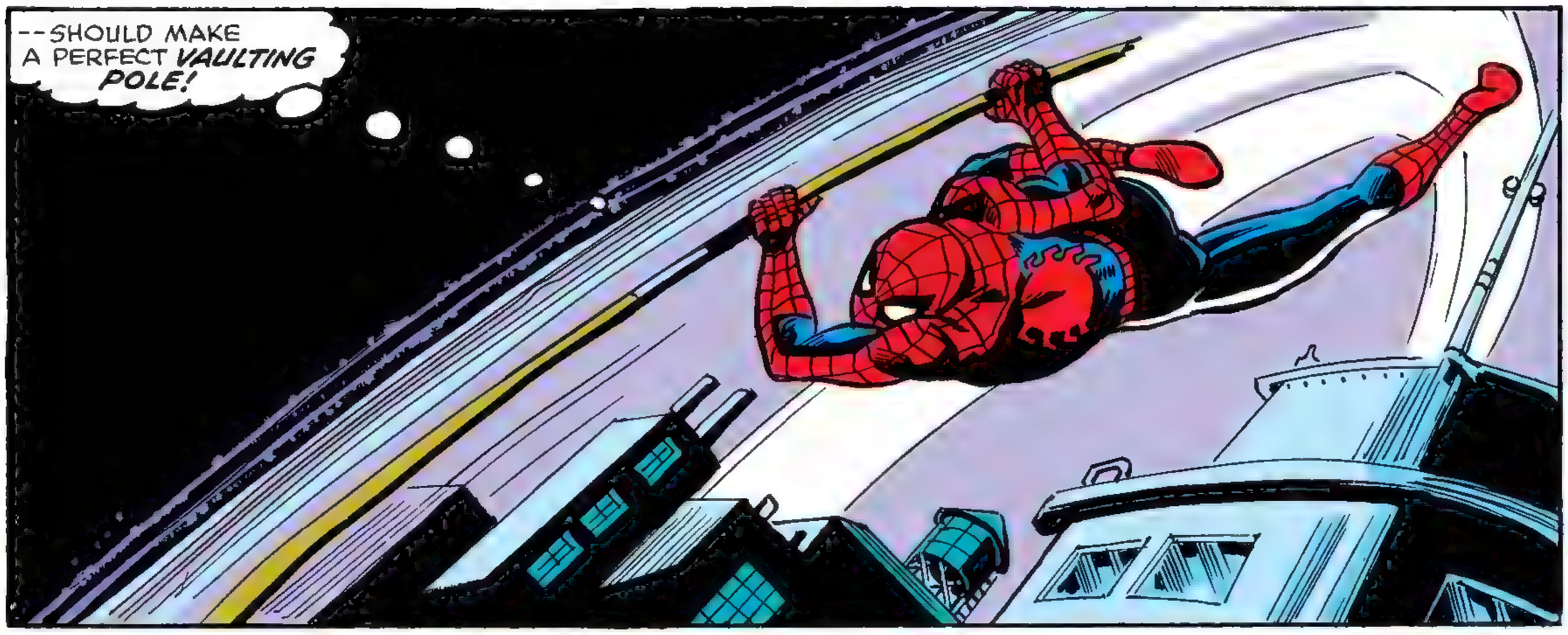
UNG--

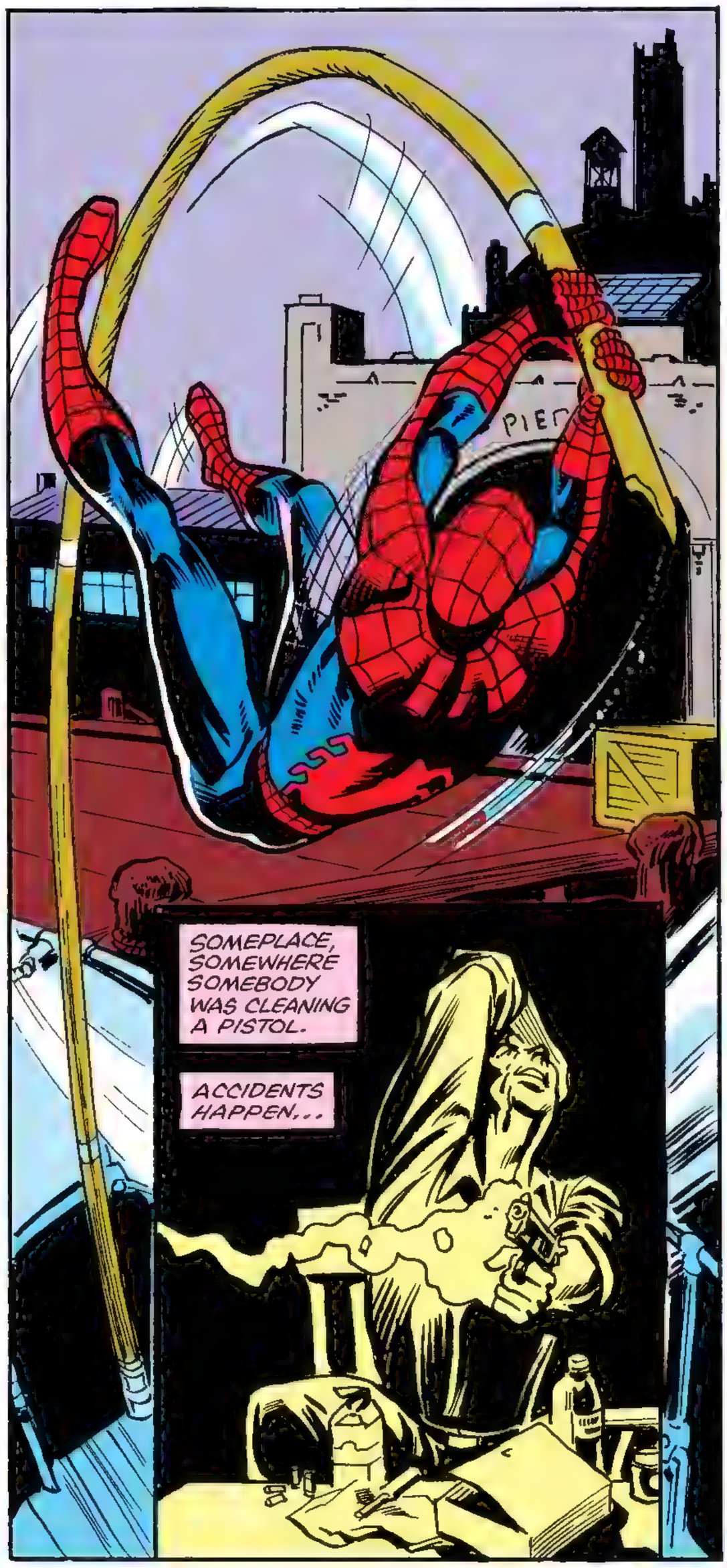
SNAP!

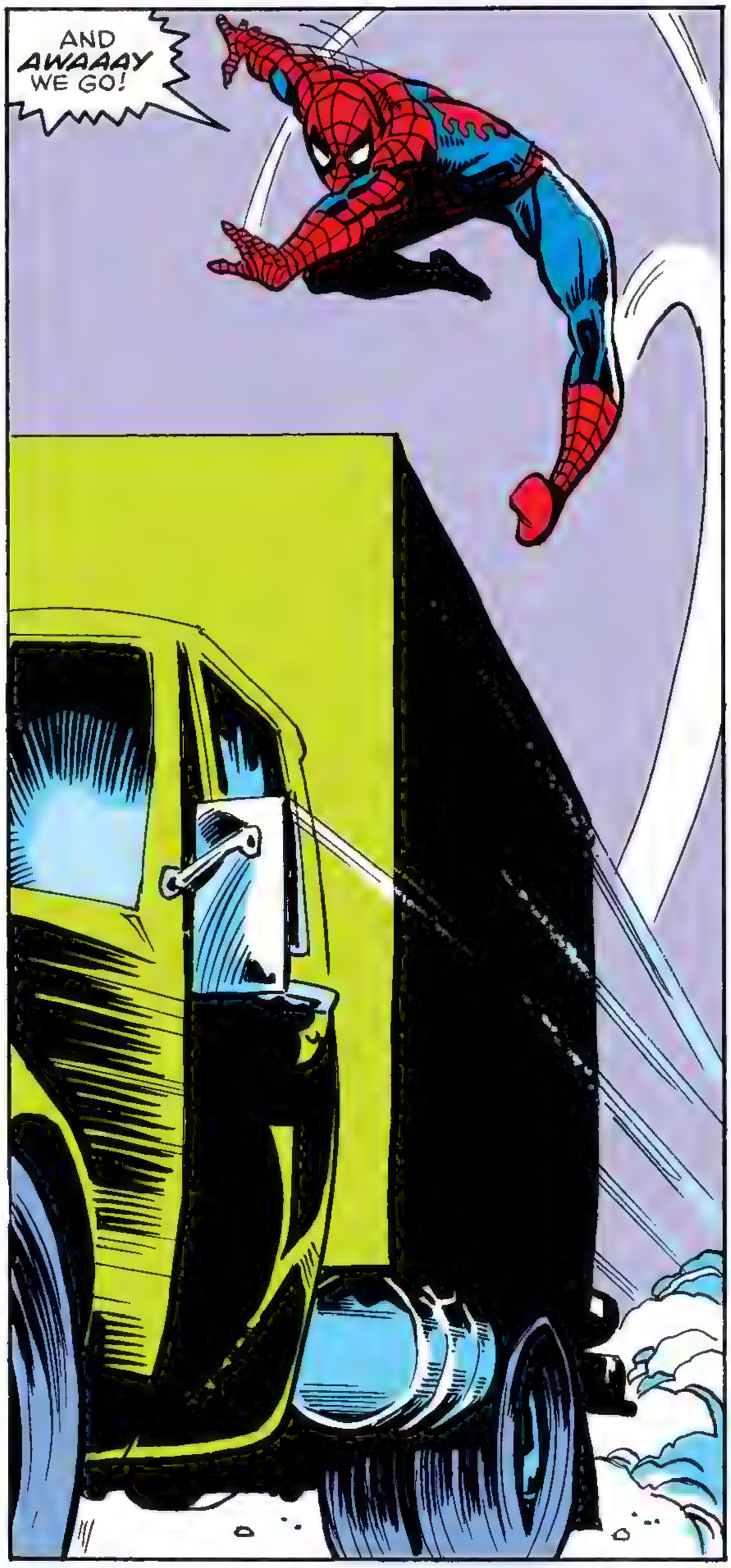
TRUCK'S STILL HEADING FOR THAT COP!

I'VE GOTTA STOP IT!

AND THIS MAST--


--SHOULD MAKE A PERFECT VAULTING POLE!


SOMEPLACE, SOMEWHERE SOMEBODY WAS CLEANING A PISTOL.
ACCIDENTS HAPPEN...


AND AWAAAY WE GO!

TIME TO RAISE THE ROOF, ROTGUT!

I'LL GET YOU, SPIDER-MAN!

NO! YOU AND THE CARGO YOU'RE CARRYING WILL NEVER GET ANYONE!

NOT EVER AGAIN!

DIAL 911

BWAVOOM!

SOMEPLACE...

...SOME-WHERE...

...SOME PEOPLE--THOSE WHO MIGHT HAVE DIED DUE TO THE HANDGUNS IN THIS PARTICULAR TRUCK--

--WILL LIVE... THANKS TO SPIDER-MAN!

SAY GOODBYE TO THE SKY, SCUM. THE NEXT TIME YOU SEE IT WILL BE THROUGH BARS.

THEY GIVE YOU *LIFE* FOR KILLING A COP!

THAT DOESN'T HELP O'ROURKE.

I'M...SORRY ABOUT YOUR PARTNER.

THAT MAKES SIX OF US--YOU, ME, HIS WIDOW AND THEIR THREE KIDS.

IF ONLY I COULD HAVE LEAPED IN SOONER...

YOU GOT HERE IN TIME TO SAVE *MY* LIFE, WALL-CRAWLER.

I OWE YOU FOR THAT.

AS FOR COPS LIKE O'ROURKE BUYING THE BULLET...

...IT'S THE PRICE WE PAY FOR WEARING THE BADGE.

I GOT NEWS FOR YOU, OFFICER...

--THE PRICE IS TOO HIGH!

ON A SLENDER STRAND OF WEBBING, SPIDER-MAN LEAVES THE CHAOS OF THE CORPSE-STREWN PIER. HE SEEKS THE SOOTHING EMBRACE OF THE NIGHT...

THE NEXT DAY...

DAILY BUGLE

HOW'D YOU DO IT, PARKER?

THESE PICTURES OF SPIDER-MAN BUSTING UP A GUN-RUNNING RACKET... ARE SENSATIONAL!

YOU DESERVE A PULITZER, FELLA!

I HEAR THEY'RE GIVING THE DEAD COP'S FAMILY A MEDAL, SWELL...

OUR ESTEEMED *PUBLISHER* WANTS TO TALK TO YOU ABOUT THESE PHOTOS, PETE.

DING-BLASTED RIGHT, I DO!

THESE PICTURES PARKER TOOK ARE TERRIFIC!

NO DOUBT ABOUT THAT!

BUT THE *STORY* THEY TELL ISN'T OVER --NOT BY A LONG SHOT!

WHILE THE POLICE--DESPITE SPIDER-MAN'S INTERFERENCE--WERE STOPPING ONE GUN-SMUGGLING OPERATION IN BROOKLYN--

-- 12 MORE HANDGUN *SHOOTINGS* TOOK PLACE IN NEW YORK CITY ALONE!

AND WE HAVE ONE OF THE TOUGHEST GUN CONTROL LAWS IN THE COUNTRY!

THE DAILY

WHAT'S THE ANSWER?

CAN ANYONE TELL ME? ANYONE?

THE END.

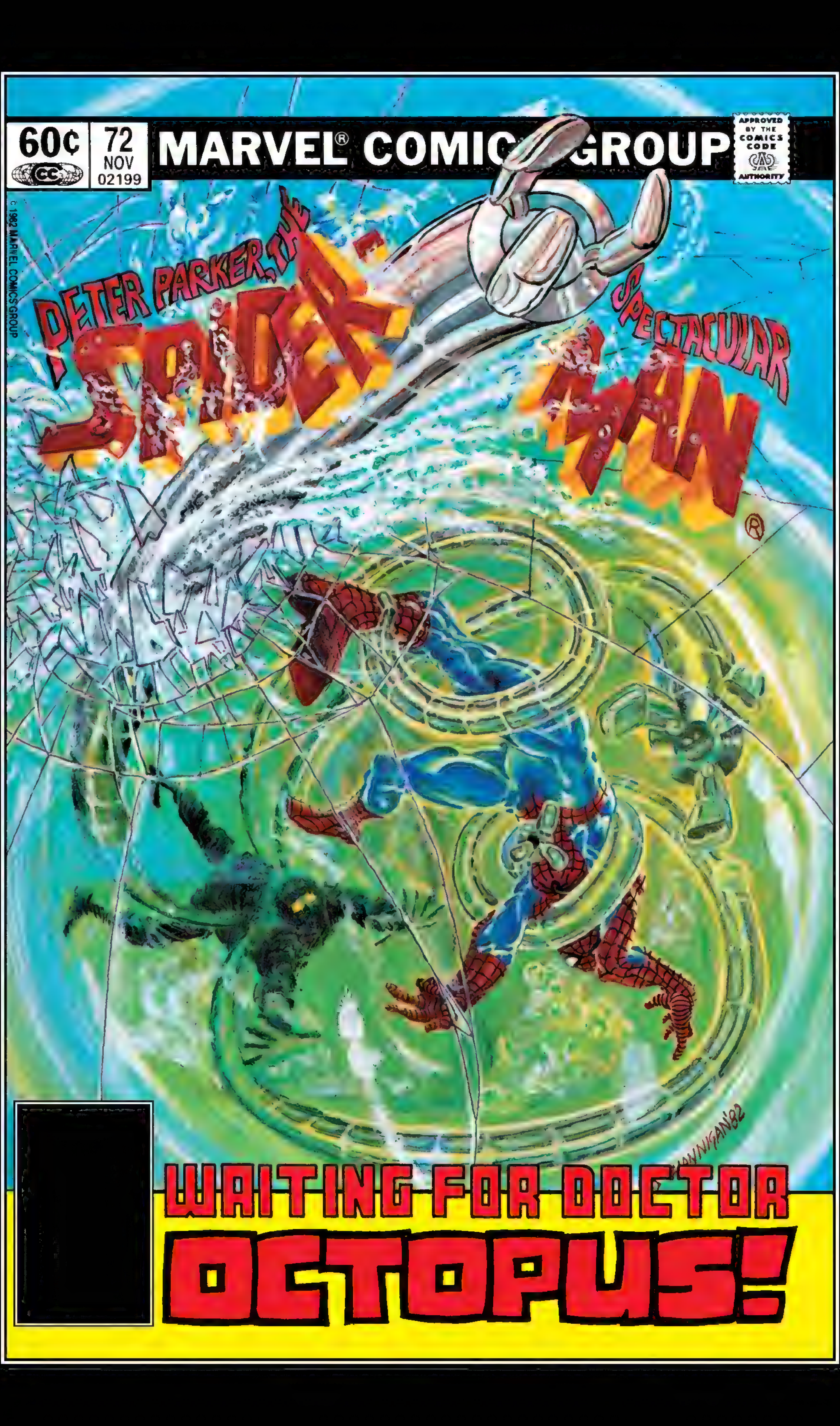
60¢ | 72 NOV 02199

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

© 1982 MARVEL COMICS GROUP

PETER PARKER, THE SPECTACULAR SPIDER-MAN®



WAITING FOR DOCTOR OCTOPUS!

STAN LEE PRESENTS:

PETER PARKER, THE SPECTACULAR SPIDER-MAN

10 AVE

ONE WAY

DON'T WALK

NEWSSTAND

U.S. OUT OF NORTH MERICA

I'D LIKE A *DAILY BUGLE*.

TWENTY-FIVE CENTS, PAL.

JUST DROP IT IN THE DISH.

BEIN' *BLIND*, I GOTTA TRUST YA.

KLINK

WE *ALL* HAVE *HANDICAPS* WHICH WE MUST OVER-COME, MY FRIEND--

EXTRA ★ DAILY BUGLE NEW YORK'S PICTURE NEWSPAPER

DOC OCK ESCAPES!

SENATE ADMITS TO

--IN ONE WAY OR ANOTHER.

DOCTOR OCTOPUS WOULD HAVE TO ESCAPE FROM THE SLAMMER NOW--

--JUST WHEN PETER PARKER IS SUPPOSED TO BE DEVOTING ALL HIS ATTENTION TO PASSING HIS FINAL EXAMS!

STORY BY BILL MANTLO

ART BY ED HANNIGAN & AL MILGROM

BACKGROUND INKS BY RICK MAGYAR

LETTERING BY NOVAK

COLORING BY WEIN

EDITED BY TOM DEFALCO

JIM SHOOTER SERGEANT-AT-ARMS

WAITING FOR DOCTOR OCTOPUS!

I'LL BET THAT RADIOACTIVE SPIDER THAT BIT ME AND GAVE ME HIS PROPORTIONATE STRENGTH, SPEED AND AGILITY NEVER HAD TO FACE ANYTHING LIKE FINALS, OR SUPER-POWERED ENEMIES!

NOT TO MENTION GIRL-TROUBLES OF THE SORT I'M HAVING --

--WITH A CERTAIN SCHOOL SECRETARY NAMED DEBRA WHITMAN!

HEY! WHAT'S THAT MUFFLED SOUND?!

SOME KIND OF STRANGELY-DESIGNED HELICOPTER! IT'S PRACTICALLY NOISELESS...

...AND SOMEONE'S CLIMBING ABOARD!

DOC OCK'S USED SOPHISTICATED HELICOPTERS IN THE PAST! THAT COULD BE HIM!

BUT WHY DOESN'T MY *SPIDER-SENSE* THINK SO?

I GUESS 'CAUSE THAT'S NOT DOC OCK! IT'S *MOON KNIGHT!*

MAYBE HE'S LOOKING FOR OCK, TOO!

NAH! WHO'M I KIDDING? DR. OCTOPUS WAS, IS AND ALWAYS WILL BE THIS LI'L WEB-SLINGER'S PERSONAL PROBLEM!

LUCKY ME!

WELL, THERE'S STILL NO SIGN OF HIM, AND IT'S GETTING LATE! I SUPPOSE EVEN SUPER-VILLAINS HAVE TO SLEEP SOME-TIME!

AND ME-- I'VE GOTTA STUDY!

NO ONE'S OUT TONIGHT-- EXCEPT THAT CRAZY ARTIST DRAWING WATER TOWERS!

WHERE THE HECK IS OLLIE?

I'VE GOT BETTER THINGS TO DO THAN SPEND THE NIGHT WAITING FOR THAT LITTLE PUDGEBALL!

I TOLJA FROM THE START THIS WHOLE IDEA OF A FAN CLUB DEDICATED TO SUPER-VILLAINS WAS SCREWY!

IF YOU ASK ME, THE SCREWIEST THING ABOUT IT IS OLLIE!

I NEVER DID LIKE THAT FOUR-EYED BLIMP!

AW, EASE OFF, "SANDMAN"! OUR SUPER HERO SOCIETY NEVER HAD SUCH NEAT COSTUMES!

THAT'S 'CAUSE WE NEVER HAD THE KIND OF DOUGH OLLIE'S PARENTS HAVE!

THEY'RE LOADED--AND THEY LET HIM SPEND AS MUCH AS HE WANTS!

RELAX, GUYS! OLLIE PROMISED US AN EXCITING EVENING!

HEY! I THINK I HEAR HIM COMING NOW!

AH! MY SUPER-VILLAIN SOCIETY HAS ASSEMBLED!

SANDMAN! GET YOUR FEET OFF THE SOFA! MY MOTHER WILL KILL ME!

NUTS! FOUR-EYES MAY HAVE GIVEN HIMSELF FOUR-ARMS, BUT HE'S STILL A WASHOUT!

YEAH! I HEAR SHE LOOKS SWELL AS THE BLACK CAT!

LET'S GO TO JANE LANE'S PARTY!

YOU'LL GO NOWHERE!

YOW!

LEMME GO!

GOSH! OLLIE'S TENTACLES REALLY WORK!

YOU FOOLS! OF COURSE THEY WORK! I'M A GENIUS!

BUGLE

SMART POTATO

Cola

DON'T I ALWAYS GET STRAIGHT A'S IN SCIENCE?!

SO YOUR ARMS WORK! SO WHAT? YOU'RE STILL A CREEP!

JANE LANE SAYS SHE DIGS ME IN MY *SPIDER-MAN* COSTUME, ANYWAY!

I DON'T CARE WHAT JANE LANE THINKS!

KRASH

I INVITED YOU HERE-- FURNISHED YOU WITH COSTUMES--FOR A PURPOSE. TONIGHT, MY *IDOL* ESCAPED FROM PRISON!

★ EXTRA ★ DAILY B E

DOC OCK ESCAPES!

SENATE ADMITS EVERY-THING P. 5

PLAY BONGO AND WIN $$$ P. 8

DANGEROUS CRIMINAL ON LOOSE!

I WANT TO CELEBRATE!

OLLIE, SPIDER-MAN BEATS DOC OCK EVERY TIME THEY MEET--AND HE ALWAYS WILL!

YOU'RE *SICK* TO ADMIRE A CRUMB-BUM LIKE THAT!

AN' BEING SICK IS WHY YOU AIN'T GOT ANY FRIENDS!

BRAD ROSSI, YOU MAY INSULT ME--

--BUT YOU MAY NOT INSULT DOCTOR OCTOPUS!

GET OUT--ALL OF YOU! THE PARTY'S OVER!

GET OUT!

GOODBYE, CHUBBY-- AN' GOOD RIDDANCE!

FOOLS! YOU'LL BE SORRY YOU REJECTED ME!

DIET COLA

BUT I DON'T NEED YOU! YOU'RE ALL IRRELEVANT!

I DON'T NEED ANY-ONE AT ALL!

KLUNK

SOB!

WOW! OLLIE'S REALLY FLIPPED OUT! HE TRASHED THE PLACE! SHOULD WE CALL THE COPS?

NAH! LET HIS PARENTS FIND THIS MESS WHEN THEY COME HOME! THEY'LL WALLOP HIM!

GOOD HEAVENS!

WHAT ON EARTH HAS HAPPENED HERE?

OLLIE SAID HE WAS HAVING SOME FRIENDS OVER! IF THOSE ROUGH-NECKS HAVE HURT MY LITTLE LAMB--!

OLLIE! OLLIE, SWEETKINS! ARE YOU ALL RIGHT?

WE DIDN'T BUST THE PLACE UP, MRS. OSNICK! IT WAS OLLIE! HE JUST SORTA WENT WILD--AN' NOW HE'S IN HIS ROOM, SULKING!

I KNEW THIS WOULD HAPPEN, ZELDA, THE WAY YOU PAMPER THE BOY!

THE WAY YOU BUY HIM EVERYTHING HE WANTS, YOU MEAN!

OLLIEKINS, MOMMY WANTS YOU... EEK!

MILTON! OUR LITTLE PIGEON IS GONE!

LAUGH AT ME, WILL THEY? REJECT ME? I'LL SHOW 'EM! I'LL JOIN UP WITH MY IDOL--DOCTOR OCTOPUS...

...AND TOGETHER WE'LL SHOW 'EM ALL!

DENNY COLT

GWEN STACY

ELEKTRA

YES! WHAT'S THAT? A RUNAWAY?

HE WENT OUT THE WINDOW WEARING WHAT??!

THIS IS A GOOD ONE, GUYS! SOME KID STOLE SOME SCIENTIFIC GIZMOS FROM HIS DAD, AND TOOK OFF WEARING A DOCTOR OCTOPUS COSTUME!

SO?

SO WE GOT A LOT OF NERVOUS COPS OUT THERE ON ALERT FOR THE REAL DOC OCK. WE GOTTA FIND THIS KID BEFORE HE GETS...

...HURT! YES, SIR, I'LL BET I'D HURT-- IF MY SPIDER-SENSE DIDN'T ALERT ME TO EVEN THE MOST MUNDANE DANGERS--

--LIKE BANGING MY KNEE ON THE BATHROOM BOWL!

BUT I'M HOME--AND I CAN'T LET ANYTHING ELSE DISTRACT ME TONIGHT FROM MY STUDIES! NOT--

...ANY-THING?!

OH, NO! I'VE BEEN ROBBED!

THEY TOOK EVERYTHING-- WHAT LITTLE MONEY I HAD, MY TEXTBOOKS, MY PHOTOGRAPHIC EQUIPMENT, AND MY LUGGAGE TO CARRY IT ALL IN!

I CAN'T EVEN DIAL 911 -- THE CREEPS TOOK MY PHONE!

I CAN'T STUDY WITHOUT MY BOOKS! I'LL FAIL ALL MY EXAMS AND GET BOOTED OUT OF SCHOOL!

AND WITHOUT MY CAMERAS, I CAN'T EARN A LIVING SELLING FREELANCE PHOTOS TO THE DAILY BUGLE!

A MAN'S HOME IS HIS CASTLE, AND MINE'S JUST BEEN INVADED!

WHOEVER DID IT IS GONNA BE SORRY!

BY SCOURING THE NEIGHBORHOOD AS ONLY A SPIDER-MAN CAN--

--I MIGHT FIND MY HAPPY HOME-WRECKERS FLEEING THE SCENE OF THE CRIME!

HEY, GUYS-- WAIT UP!

RUN FASTER, JERK! IT'S NOT OUR FAULT YOU SNATCHED THAT GUY'S WOODEN INDIAN!

MOST OF THE STUFF IN THAT PLACE WAS JUNK, ANY-WAY!

AH, BUT THE KIND OF JUNK FROM WHICH DREAMS ARE MADE!

SPIDER-MAN?! UNNN

HEY! I GIVE UP! I'M NOT CRAZY ENOUGH TO FIGHT YOU! HERE'S THE MONEY WE STOLE! YOU CAN HAVE IT!

WHAT HAPPENED TO YOUR COURAGE? YOU GUYS ARE REAL BRAVE--WHEN NOBODY'S HOME!

WEEROWWWEROWOWOW

I'LL CONFESS! I'LL TURN MYSELF IN!

SIRENS!

LOTS OF SIRENS! SOUNDS LIKE SOMETHING SERIOUS! I'D BETTER CHECK IT OUT!

BUT THERE'S NO WAY I'M LETTING THESE THIEVES GET AWAY!

YOU HAD TO HAVE THE WOODEN INDIAN!

AW, SHADDUP!

I REALLY WANTED TO CREAM THOSE GUYS! FUNNY, I'VE SAVED LOTS OF OTHER PEOPLE'S PROPERTY WITHOUT GETTING ANGRY! IT'S DIFFERENT WHEN IT'S YOUR OWN!

HEY! THERE'S MORE MONEY HERE THAN I HAD! SOME OF IT MUST HAVE COME FROM OTHER BURGLARIES!

WELL, I'LL HAVE TO SORT IT ALL OUT LATER WHEN I GO BACK TO RETRIEVE MY THINGS FROM WHERE I STASHED 'EM!

ELWOOD'S

ANDIES AND GROCERY

STORE

OLD BEER · STATIONERY · MAGAZINES · SODA

I LIVE UPSTAIRS, AND HEARD THE GATE BEIN' RIPPED OPEN! YOU KNOW WHAT THESE GATES COST?

1590

159

SCHOOL'S OPEN DRIVE CAREFULLY

ANY IDEA WHO DID IT?

MUST HAVE BEEN A KID! THERE'S NOTHING MISSING BUT COMIC BOOKS AND CANDY!

KAZAR

IT WASN'T NO KID! THE GUY I SAW GETTIN' AWAY HAD FOUR ARMS! LONG METAL ONES!

FOUR ARMS?! THEN THAT MEANS...

DOCTOR OCTOPUS! BUT COMIC BOOKS?? MAYBE HE NEEDED SOME BEDTIME READING?

WHATEVER THE EXPLANATION, THE DESCRIPTION THE CANDY STORE OWNER GAVE CAN ONLY FIT DOC OCK!

NO KID COULD'VE RIPPED THAT SECURITY GATE APART LIKE THAT!

OUSE
IER
AGE
BONDED

SO MUCH FOR STUDYING! IF DOC OCK'S NEAR, I'VE GOTTA FIND HIM!

HUH?

WHO'S THAT SWINGING OVERHEAD?!

SPIDER-MAN!

WOW! HE'S HUNTING ME--HOUNDING ME--

--JUST LIKE HE HUNTS THE REAL DOCTOR OCTOPUS!

HE'S MY ENEMY, TOO, BUT I WON'T LET HIM CATCH ME! I'VE ALREADY FINISHED READING THOSE COMIC BOOKS I STOLE!

NOW IT'S TIME FOR BIGGER GAME!

F A O

F A O SCHWARZ

TOYS

AMUSEMENTS FOR THE WELL-HEELED

NEW YORK · PARIS · MUNICH · TOKYO

EST. 1893

I ONCE ASSEMBLED AN ELABORATE BURGLAR-ALARM SYSTEM FOR THE SCHOOL SCIENCE FAIR.

ZZZTP

THIS ONE IS EASY TO TAKE APART!

VOÏLA!

TOYS
NEW YORK

MEANWHILE...

I CAN SEE EVERY BANK AND JEWELRY STORE ON THE UPPER WEST SIDE FROM HERE!

DOC OCK MAY ATTEMPT A ROBBERY--HE ALWAYS NEEDS COLD CASH TO FINANCE HIS BIZARRE SCHEMES!

SPEAKING OF MONEY--WHAT AM I GONNA DO WITH THE EXTRA BUCKS I RECOVERED FROM THOSE BURGLARS?

CAN'T REALLY KEEP IT. THAT WOULD BE DISHONEST.

ELSEWHERE...

I'M IN!

AT LAST! I AM ABOUT TO FEAST UPON THE FRUITS OF CRIME!

AN' WHAT A FEAST IT'S GONNA BE!!!

N-23Y

USA

NASA

UNITED STATES

NASA

LEHIGH

THIS IS GREAT! I CAN TAKE WHATEVER I WANT--

--AND THERE'S NO ONE AROUND TO STOP ME!

CRATES FALLING? THERE'S SOMEBODY IN HERE!

FREEZE!

HUH? WHERE'D HE GO?!

UP HERE, OLD MAN! MY OCTOPUS ARMS ELEVATED ME ABOVE YOUR LINE OF FIRE!

BLAM

OH, NO! I DIDN'T MEAN TO HIT HIM SO HARD!

HE'S UNCONSCIOUS! MAYBE EVEN DEAD!

TH-THIS WAS JUST SUPPOSED TO BE A GAME! NOBODY WAS SUPPOSED TO GET HURT!

MAMA!

NO DOUBT ABOUT IT-- THAT GUNSHOT I HEARD CAME FROM THAT TOY STORE!

COULD IT BE DOC OCK AGAIN? IS MY OLD ENEMY RELIVING HIS SECOND CHILDHOOD?

E.A.D. FUTZZELLE TOYS

TOO DARK TO SEE IN HERE! HAVE TO LET MY SPIDER-SENSE GUIDE ME!

YOW! MY SPIDER-SENSE WARNED ME JUST IN TIME-- TO AVOID THESE FLAILING TENTACLES!

DOC OCK IS HERE!

EXPECTING A FOUR-ARMED ASSAULT, SPIDER-MAN IS UNPREPARED FOR WHAT HAPPENS NEXT!

WHOOLPS!

HUH?!

I DON'T GET IT! I'VE FOUGHT DOC OCK UMPTEEN TIMES, BUT HE'S NEVER *FALLEN* ON ME BEFORE!

OH, NO! IT'S *SPIDER-MAN!* I'LL GO TO REFORM SCHOOL IF HE CATCHES ME!

DOC OCK'S THE MOST RUTHLESS ENEMY I'VE EVER HAD--

--YET TONIGHT HE'S ACTING STRANGE! *VERY* STRANGE!

TOYS?! HE'S THROWING TOYS AT ME? WEIRD!

MY SPIDER-SENSE IS ALERTING ME TO DODGE 'EM IN TIME--

--BUT IT'S NOT REACTING AS IF I'M IN ANY REAL DANGER FROM OCTOPUS HIMSELF!

HAS OCK FOUND SOME WAY TO COUNTER MY SPIDER-SENSE?!

SPORTING GOODS

SPIDER-MAN'S STILL COMING! HE WON'T LET ME GET AWAY! I DON'T WANT TO HURT HIM LIKE I DID THAT SECURITY GUARD--

--BUT I CAN'T LET HIM ARREST ME! MY PARENTS WOULD DIE OF SHAME!

WHAT IS WITH DOC OCK? HE MUST KNOW THESE BAR-BELLS WON'T STOP ME!

HE SEEMS TO HAVE FORGOTTEN ALL ABOUT MY SPIDER STRENGTH AND AGILITY!

HAS PRISON DRIVEN THE OLD BOY SENILE?

OH, NO! SPIDER-MAN IS GETTING UP AGAIN! IF I CAN'T GET AWAY FROM HIM--

--MAYBE I CAN *HIDE* FROM HIM!

DOC OCK'S GONE! IT SHOULD BE IMPOSSIBLE FOR HIM TO HIDE FROM MY SPIDER-SENSE--

--BUT I'M STILL NOT GETTING A PEEP OUT OF IT!

WATE

SALE!

HUH? THOUGHT I HEARD SOMETHING...

NC 1214

6

WHIMPER!

INCREDIBLE! THE TOY STORE DISPLAYS EXOTIC POOL WARES ON THIS FLOOR--AND DOC OCK'S CLINGING TO THE UNDERSIDE OF THAT DIVING BOARD!

LET'S SEE IF MY PATENTED *SPIDER-DIVE* CAN SHAKE HIM LOOSE!

EVERYBODY INTO THE POOL!

I-I CAN'T *SWIM!*

I'M OUT OF MY ELEMENT IN HERE!

THERE IS NOTHING TO CLING TO! NO WAY I CAN USE MY SPEED OR AGILITY!

WITH HIS TENTACLES FLAILING ALL OVER THE PLACE, DOC SHOULD FEEL RIGHT AT HOME!

SOK

HEY! THAT PUNCH FELT MORE LIKE A LOVE TAP THAN WHAT I'M USED TO FROM DOC!

WHAT THE--?! I'VE JUST SHREDDED ONE OF OCK'S TENTACLE-ARMS IN TWO!

DESPITE ALL MY SPIDER-POWER, I WAS NEVER ABLE TO DO *THAT* SO EASILY BEFORE!

WHAT'S THIS--SOME KIND OF BACKPACK?!

DR. OCTOPUS NEVER WORE A CONTRAPTION LIKE THIS BEFORE!

SOMETHING IS SERIOUSLY WRONG HERE--AND I'M GOING TO FIND OUT *WHAT* JUST AS SOON AS WE GET OUT OF THIS OVERGROWN FISHBOWL!

HOLY SMOKES! NO WONDER MY SPIDER-SENSE NEVER REACTED TO YOU!

YOU'RE NOT DOCTOR OCTOPUS!

I'M :SOB: SORRY! PLEASE DON'T :SOB: HURT ME ANY :SOB: MORE!

HURT HIM?! I COULD HAVE ACCIDENTALLY *KILLED* HIM BEFORE I DISCOVERED THE TRUTH! THE *DAILY BUGLE* WOULD HAVE HAD A FIELD DAY WITH THAT!!

DAILY BUGLE
SPIDER-MAN CHILD KILLER!

DOWN WITH THE WALL-CRAWLER!

PROTECT OUR CHILDREN

DO YOU REALIZE WHAT YOU'VE DONE TONIGHT, KID? YOU'VE BURGLARIZED TWO STORES, AND ALMOST MADE A MURDERER OUT OF ME!

YOU'RE LUCKY YOUR LITTLE CHARADE ENDED WHEN IT DID!

I'M NOT LUCKY! I'M DOOMED!

I-I ACCIDENTALLY KILLED THE NIGHT WATCHMAN!

OH, REALLY? HE LOOKS PRETTY HEALTHY TO ME!

YOU MUST HAVE ONLY STUNNED HIM!

FACE IT, KID! AS A SUPER-VILLAIN, YOU'RE A BUST!

WHAT ABOUT THE DAMAGE WE CAUSED? WILL MY PARENTS HAVE TO PAY FOR IT?

DON'T WORRY, KID! I'VE ALREADY TAKEN CARE OF IT!

212

"I JUST HAPPENED TO HAVE HAD A LITTLE EXTRA CASH TONIGHT! JUST HOPE THE SECURITY GUARD HAS A BLOW-DRYER HANDY!"

MUCH LATER...

OLLIE WON'T SAY WHERE HE WENT LAST NIGHT... AND, YOU KNOW, ZELDA, SOMEHOW I DON'T FEEL LIKE PRESSING HIM ON IT.

I KNOW, MILTON. OLLIE SEEMS LIKE A CHANGED BOY--AND I'M TOO GRATEFUL FOR THAT CHANGE TO RISK REVERSING IT.

WE'VE GOT A SON TO BE PROUD OF NOW, ZELDA.

A SON WHO'S OUTGROWN HIS SILLY WORSHIP OF SUPER-POWERED VILLAINS.

VERY SOON, NOW--

--I'LL HAVE SYNTHESIZED A *WEB-FLUID* OF MY VERY OWN!

MEANWHILE, IN THE ALLEY BELOW...

TODAY'S NEWSPAPERS ARE FULL OF ACCOUNTS OF BURGLARIES THAT I SUPPOSEDLY PERPETRATED LAST NIGHT! *BAH!*

WHATS THAT IN THE TRASH...?

OCTOPUS ARMS--CHEAP, IMITATION TIN CONSTRUCTS!

AND COUNTLESS POSTERS OF MYSELF--ALL DEFACED!

I DO NOT KNOW WHAT THIS MEANS...

...NOR DO I CARE!

ELSEWHERE...

YOU WANT ME TO GO OVER THEM AGAIN? MY FANTASIES?

WHY? YOU HAVE MY RECORDS NOW. YOU KNOW ALL ABOUT MY PAST. I'M A VERY UNSTABLE PERSON, DOCTOR.

YOU SEE, I HAVE THIS... DIFFICULTY... WITH SEPARATING WHAT'S *REAL* FROM WHAT *ISN'T*. THAT MIGHT NOT SEEM IMPORTANT TO YOU...

...BUT TRY TO IMAGINE WHAT IT'S DOING TO *ME*-- TO MY ABILITY TO CARRY ON A RELATIONSHIP WITH THE BOY I THINK I LOVE!

DOCTOR, EITHER PETER PARKER IS *SPIDER-MAN*--

--OR I AM HOPELESSLY *INSANE!*

NEXT MONTH: MORE ON DEB WHITMAN'S DILEMMA! MORE ON DOCTOR OCTOPUS! THE RETURN OF ANOTHER OLD VILLAIN! PLUS SOME INTERESTING NEW PLOT TWISTS! DON'T MISS...

SPIDER IN THE MIDDLE!

60¢ | 73 DEC 02199

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER: THE SPECTACULAR SPIDER-MAN®

©1982 MARVEL COMICS GROUP

TM

CAUGHT BETWEEN AN OCK AND A HARD PLACE!

MILGROM '82

SPIDER IN THE MIDDLE

Stan Lee PRESENTS: THE SPECTACULAR

SPIDER-MAN!

EARLY MORNING...

CLIP CLIP CLIP

CLIP CLIP CLIP

BZZZ

PETER PARKER--YOU ARE THE SPECTACULAR SPIDER-MAN!

BILL MANTLO
SCRIPTER
AL MILGROM
PENCILER
JIM MOONEY
INKER
DIANA ALBERS
LETTERS
BOB SHAREN
COLORS
TOM DEFALCO
EDITOR
JIM SHOOTER
OVERLORD

Y'KNOW, THE SUN'S JUST COMING UP, I'VE BEEN AWAKE STUDYING ALL NIGHT, AND...

WHAT DID YOU SAY!?!

I SAID, MR. PARKER, THAT *YOU* ARE THE SPECTACULAR *SPIDER-MAN*--

--BECAUSE, IF YOU'RE NOT, A PATIENT OF MINE, AND A FRIEND OF YOURS, MAY BE IN VERY SERIOUS TROUBLE.

I'M TALKING ABOUT *DEBRA WHITMAN*, SON.

DEB'S IN TROUBLE? HOW? WHAT'S WRONG?!

LET ME EXPLAIN. MY NAME IS DR. BAILEY KUKLIN. I AM DEBRA'S PSYCHIATRIST. I'VE BEEN TREATING HER FOR SOME TIME.

YOU SEE, DEBRA HAS A LONG HISTORY OF REALITY/ FANTASY CONFUSION.

IN LAYMAN'S TERMS, SHE'S SCHIZOPHRENIC.

AS DR. KUKLIN FILLS PETER PARKER IN ON DEB WHITMAN'S STATE OF MIND, PETE CAN'T HELP THINKING THAT HE'S PARTIALLY RESPONSIBLE.

LATELY, DEB'S COME CRYING TO ME FOR HELP, AND I'VE IGNORED HER, BECAUSE I'M *TOO* BUSY WITH MY OWN PROBLEMS.

FOR SOME TIME NOW SHE'S HAD HER FANTASIES UNDER CONTROL. RECENTLY, HOWEVER, SHE FELL DEEPLY IN LOVE WITH YOU, MR. PARKER--

--AND, FOR SOME REASON, DECIDED YOU WERE THE SUPER HERO CALLED SPIDER-MAN.

NOW, YOU AND I KNOW THAT YOU'RE OBVIOUSLY *NOT* SPIDER-MAN...

... BUT DEBRA THINKS YOU ARE! THE THOUGHT OF YOU SWINGING INTO DANGERS IMAGINABLE AND UNIMAGINABLE--

--AND HER WORRY FOR YOUR SAFETY HAS EXACERBATED HER SCHIZOPHRENIA.

DOES DEB REALLY KNOW I'M SPIDER-MAN? OR IS SHE IMAGINING IT?

DOC, HOW CAN I HELP?

I'D LIKE TO TRY A RATHER UNORTHODOX FORM OF SHOCK THERAPY, PARKER.

IF YOU WOULD PRETEND TO *BE* SPIDER-MAN, MAYBE WE CAN CONVINCE DEBRA OF THE ABSURDITY OF HER FANTASIES.

B-BUT... I COULDN'T DO ANY-THING LIKE THAT!

SOMETHING COULD GO WRONG AND I MIGHT REALLY GIVE AWAY MY SECRET IDENTITY!

I THOUGHT DEB WHITMAN WAS YOUR FRIEND, MR. PARKER.

WELL, IF YOU CHANGE YOUR MIND, CALL ME.

B-BUT I HAVE MY OWN PROBLEMS-- FINAL EXAMS, THE RENT AND RAISING MONEY FOR AUNT MAY'S NEW HALFWAY HOUSE!

AW, WHAT'M I GONNA DO?

ADVANCED PHYSICS

BIOCHEMI

BRRING

THE PHONE!

ROBBIE?

WHAT CAN I DO FOR MY FAVORITE CITY EDITOR?

I HAVE A PHOTO ASSIGNMENT FOR YOU, PETE.

" IT CONCERNS THAT CONTRACT-KILLER SPIDER-MAN FOUGHT A FEW WEEKS AGO... *BOOMERANG!*"

HE COMES UP BEFORE THE GRAND JURY TODAY.

I THOUGHT YOU MIGHT WANT TO TRY FOR A PICTURE OF HIM.

YOU BET I WOULD, ROBBIE!

I CAN SURE USE THE CASH!

MAYBE THIS'LL HELP GET MY MIND OFF DEB WHITMAN'S PROBLEMS!

IF THE WIND WHIPPING PAST MY SPIDER-MASK CAN'T CHEER ME UP, NOTHING CAN!

DAYLIGHT BEGINS TO CARESS THE CANYONS OF MANHATTAN...

RIALTO

...BUT ELSEWHERE, THERE ARE CERTAIN TRANSACTIONS WHICH MUST BE CARRIED OUT IN DARKNESS.

AH, MY FLOCK ASSEMBLES! YOU HAVE HEEDED MY CALL!

EXCELLENT! TODAY WE STAND ON THE THRESHOLD OF IM-MEASURABLE WEALTH!

OBEY MY ORDERS! FOLLOW MY PLAN TO THE LETTER! AND WE'LL BE RICH BEYOND DREAMS OF AVARICE!

BRING ME BOOMERANG!

MEANWHILE...

MANHATTAN CRIMINAL COURT!

BOOMERANG'S BEEN BROUGHT HERE!

BUY EPIC COMICS

THE DISTRICT ATTORNEY WILL PRESENT HIS EVIDENCE TO THE GRAND JURY AND SEEK AN INDICTMENT. HE'LL USE THIS CHANCE TO FIND OUT WHO BOOMY WAS WORKING FOR...

UNLIKE AT A TRIAL, BOOMERANG MUST TESTIFY...

BUT GRAND JURIES ARE CONDUCTED IN A CLOSED COURTROOM. HOW AM I GOING TO GET ANY PICTURES?

PARKER! DID ROBBIE ≷KOFF≷ SEND YOU?

BEN URICH! ARE YOU COVERING THE HEARING TOO?

YEAH ≷KOFF≷ I HOPE WE WORK BETTER THIS TIME THAN WE DID THE LAST!*

*SEE AMAZING SPIDER-MAN #233!

SUDDENLY...

SOMETHING'S WRONG!

THOSE THREE! CAN'T HEAR WHAT THEY'RE SAYING --

--BUT WHEN MY SPIDER-SENSE SCREAMS DANGER, I LISTEN!

INSIDE, THE GRAND JURY PROCEEDS...

MR. SLADE, YOU MUST ANSWER DISTRICT ATTORNEY TOWER'S QUESTIONS.

NOT ON YER LIFE, JUDGE!

LADIES AND GENTLE-MEN OF THE JURY, YOU SEE FRED SLADE'S CONTEMPT FOR THE LAW!

IT'S THAT CONTEMPT THAT LEAD HIM TO BECOME A HIT MAN... A CONTRACT-KILLER!

IT AIN'T ME YOU'RE AFTER, TOWER!

YOU WANT THE GUY I WAS WORKING FOR--AND I AIN'T TALKING!

DISTRICT ATTORNEY TOWER, YOU HAVE PRESENTED ENOUGH EVIDENCE TO INDICT THIS MAN FOR THE MURDER OF AN F. B. I. INFORMANT...

BOOMERANG ALSO TRIED TO KILL SPIDER-MAN, YOUR HONOR.

I BELIEVE BOTH CRIMES WERE TIED TOGETHER BY A NUCLEUS OF COMMON FACT--

--AND THAT BOTH WERE ORDERED BY ONE MAN...THE *KINGPIN* OF CRIME!

FORGET IT, TOWER-- YOU'VE GOT NOTHING, AGAINST THE KINGPIN!

AND I'M NOT GIVING YOU ANYTHING, EITHER!

WHY NOT? WHAT DO YOU HAVE TO GAIN? DO YOU HOPE THAT THE KINGPIN WILL HIRE YOU SIMPLY BECAUSE YOU REFUSED TO INCRIMINATE HIM?!

YOU'RE DELUDING YOURSELF, BOOMERANG!

YOU THINK YOU CAN TAKE OVER FOR ***BULLSEYE***-- THE KINGPIN'S FORMER CHIEF ASSASSIN! YOU EVEN TRIED TO GAIN THE FAT MAN'S FAVOR BY KILLING SPIDER-MAN!

YOU FAILED! AND THE KINGPIN OF CRIME DOESN'T EMPLOY FAILURES! COMPARED TO BULLSEYE, YOU'RE JUST SECOND-RATE!

NO! I'M EVERY BIT AS GOOD AS BULLSEYE!

LOOK OUT! HE'S THROWING SOMETHING--

--A FOUNTAIN PEN!

SNAK

≡YAAGHH!≡

SPAK

SNAP

HA! YOU ALL THOUGHT ME HELPLESS WITHOUT MY SPECIALIZED BOOMERANGS!

YOU WERE WRONG! I AM A MASTER OF PRECISION THROWING!

ANYTHING BECOMES A DEADLY WEAPON IN MY HANDS!

EVEN A JUDGE'S GAVEL!

SPOK

STOP! YOU ARE IN CONTEMPT OF COURT!

YOU'RE RIGHT, OLD MAN! CONTEMPT'S ALL I'VE GOT FOR THIS COURT--

--AND YOU!

BUT YOU CAN STILL COME IN HANDY! C'MERE!

HELP! BOOMERANG'S MAKING AN ESCAPE!

NOT IF I CAN HELP IT!

MEN

LISTEN UP, EVERYBODY! YOU SEE THIS PAPER CLIP?

I CAN SHOOT IT THROUGH THE GOOD JUDGE'S HEAD LIKE A BULLET THROUGH A BREAD-FRUIT!

SO JUST GET OUT OF MY WAY, OR...*WHAT THE HECK?!*

HI, BOOMERANG! REMEMBER ME?

SPIDER-MAN!

GO TO THE HEAD OF THE CLASS!

SKRAK

I'VE GOT SOMETHING THAT'S GOING TO YOUR HEAD, WALL-CRAWLER!

NOW IS THAT ANY WAY TO GREET AN OLD ENEMY?

HOLY GOSH! BOOMERANG'S FAR MORE DANGEROUS THAN I THOUGHT! H-HE COULD HAVE KILLED ME WITH THAT THING!

YOU! YOU MADE ME LOOK LIKE A SLOB--A BUM!

I'M GOING TO FINISH THE JOB I STARTED!

FORGET IT, BOOMY!

YOU'VE ALREADY FLUNKED THE KINGPIN'S ENTRANCE EXAM!

YOU WON'T GET A SECOND CHANCE!

JUST SHUT UP--AND TAKE WHAT THE LAW'S GOT COMING FOR YOU!

OKAY, PEOPLE! YOU CAN RESUME YOUR HEARING NOW!

HUH?!

ST-STAY BACK!

WE'VE READ ABOUT YOU! YOU'RE AS BAD AS BOOMERANG!

I'M SURE YOU'LL RETURN A PRODUCTIVE MEMBER OF SOCIETY --AFTER A FEW YEARS OF STAMPING LICENSE PLATES!

AW, NUTS! I DON'T BELIEVE IT! I STOP A DEADLY KILLER-- AND THEY THINK I'M THE MENACE!

WHY DO I EVER GET INVOLVED?!

MOMENTS LATER...

PARKER! DID YOU GET ANY ≷KOFF≶ PHOTOS OF THE FIGHT?

YOU BET I DID, BEN--

WITH MY TRUSTY AUTOMATIC SPIDER-CAMERA, WHICH I WEBBED IN PLACE WHEN THE ACTION STARTED!

HEY! THERE ARE THOSE THREE GOONS AGAIN!

BOOMERANG'S AN IDIOT! WE COULD HAVE SPRUNG HIM IF HE'D ONLY WAITED!

BUT WHO EXPECTED SPIDER-MAN TO SHOW UP?

SO! THEY CAME TO FREE BOOMERANG! I WONDER WHY?

I'D BETTER STICK A SPIDER-TRACER ON 'EM--AND CHECK THEM OUT!

THAT NIGHT...

TRACER SIGNAL'S COMING IN LOUD AND CLEAR!

THE AMERICAN MUSEUM OF NATURAL HISTORY?! HOW'D IT GET IN THERE?

THE SAME WAY I DID? BY CRAWLING UP A WALL--AND JIMMYING OPEN AN UPPER-FLOOR WINDOW?

I DOUBT IT! UH-OH...

MUSEUM GUARD--KNOCKED UNCONSCIOUS!

AND I HEAR VOICES...

LOTS OF VOICES! SOUNDS LIKE THERE'S A MOB ASSEMBLED IN THE *BIRD* ROOM!

NOT A MOB! A *FLOCK!*

AND THEIR LEADER IS THE OVERLORD OF CRIME-- *THE OWL!*

A PITY! BOOMERANG WAS A GOOD ASSASSIN!

NOT AS GOOD AS HE BELIEVED HIMSELF TO BE, PERHAPS-- BUT HE DID HAVE AT LEAST SOME SMALL KNOWLEDGE OF THE KINGPIN'S OPERATION...

SO! YOU FAILED TO FREE *BOOMERANG!*

WE NEVER GOT THE CHANCE, OWL! SPIDER-MAN RUINED EVERY-THING!

AND I MUST REMOVE THE *KINGPIN* FROM THE SCENE-- IF I AM TO REESTABLISH MYSELF AS NEW YORK CITY'S OVER-LORD OF CRIME!

THE LAST TIME I SAW HIM HE WAS A VIRTUAL CRIPPLE, CONFINED TO A SUPPORT MODULE!* BUT *THE OWL* LOOKS OKAY NOW!

UH-OH! THERE GOES MY SPIDER-SENSE AGAIN! WHO'S JOINING THE PARTY NOW?

*MARVEL TEAM-UP #98!

HE'S HERE, BOSS.

AH, THE OTHER HALF OF THIS CRIME COUNCIL!

IT WILL BE A SHORT MEETING, OWL! I HAVE COME TO REJECT YOUR OFFER TO UNITE OUR FORCES-- TO OVER-THROW THE KINGPIN! YOU SEE, WE DO SHARE THE SAME GOAL--

--BUT ONLY ONE OF US CAN POSSESS THE PRIZE!

AND *DOCTOR OCTOPUS* NEEDS NO MAN'S HELP!

B-BUT I TRUSTED YOU! I MADE YOU PRIVY TO MY PLANS!

YOU ARE A FOOL!

OCTOPUS, IF YOU ARE NOT WITH ME--YOU MUST BE DEALT WITH--

--AS AN ENEMY!

BOY, HAS THE OWL GOT A CASE!

DOC OCK'LL TEAR HIM APART!

ONLY ONE OF US SHALL LEAVE THIS CHAMBER ALIVE, OCTOPUS!

YOUR NEW WEAPONS--YOUR TALONS--DO NOT IMPRESS ME, OWL!

A WAR BETWEEN THE OWL AND OCTOPUS COULD SPILL ALL OVER THE BIG APPLE--AND HARM HUNDREDS OF INNOCENT PEOPLE!

I-I CAN'T LET THAT HAPPEN!

HI, GUYS! WANNA PLAY "SPIDER IN THE MIDDLE"?!

SPIDER-MAN!

SPIDER-MAN!

YEP, THAT L'IL OL' PEACE-MAKER... ME!

OWL, IN THIS ONE INSTANCE, I'M WILLING TO COMBINE OUR POWER!

YES! IN THE DESTRUCTION OF A COMMON FOE!

KILL HIM!

YOU HEARD THE MAN!

AND I'M THE ONE WHO HATES TO GET INVOLVED? =SHEESH= I MUST BE MY OWN WORST ENEMY! WHEN WILL I LEARN TO MIND MY OWN BUSINESS?

GET HIM, YOU BUFFOONS! YOU OUTNUMBER HIM A HUNDRED TO ONE!

IT'S QUALITY THAT COUNTS, DOC--NOT QUANTITY!

COULDN'T MANEUVER UP THERE-- AMID ALL THOSE STUFFED BIRDS, AND OCTOPUS KNOWS IT!

I'VE GOT TO WADE RIGHT INTO THE THICK OF THINGS!

BUT THIS MUSEUM'S A MIGHTY BIG PLACE!

MAYBE I CAN ENTICE MY WOULD-BE KILLERS INTO A GAME OF "FOLLOW-THE-SPIDER"!

TAA-TAA, BOYS! THIS LITTLE SPIDER'S GOING TO MARKET!

BUT THIS LITTLE SPIDER SHOULD HAVE STAYED HOME! WHY DO I ALWAYS JUMP INTO THESE THINGS? WHAT DO I WANT?

GRATITUDE? *HAH!* THE PEOPLE I SAVE -- ARE SCARED TO DEATH OF ME!

FAME AND FORTUNE?

NOT IN THIS LIFE!

THERE HE IS!

HAYDEN PLAN

SWELL! I THOUGHT I'D HAVE AN ADVANTAGE IN THESE DARK CORRIDORS, BUT THOSE GOONS CAN SEE ME!

BOTH GANGS MUST BE EQUIPPED WITH INFRARED GOGGLES!

BUT I'M SITTING ATOP THE PLANETARIUM'S GIANT STELLAR PROJECTOR -- AND THAT GIVES ME AN IDEA!

THERE HE IS! I SEE HIM!

NOW YOU SEE ME, PAL--

KLIK

--AND NOW, YOU DON'T!

HOTCHA! THE PROJECTOR'S FLASHING STARS, PLANETS AND COMETS ALL OVER THE PLACE-- CONFUSING THE HECK OUT OF THE BAD GUYS!

WITH MY SPIDER-SENSE, I CAN GO AT 'EM WITH MY EYES CLOSED!

BUT THE HIRED HELP IS EASY! IT'S THEIR BOSSES I'VE GOTTA WORRY ABOUT!

WHAT'S WRONG WITH YOU, OWL? YOU WALK SO STIFFLY! WHY DO YOU SHUFFLE?

HAYDEN PLANETARIUM

BUT MY ABILITY TO SOAR THE NIGHTWINDS MORE THAN OFFSETS MY HANDICAP!

OCTOPUS MUST NEVER SUSPECT THE TRUTH--THAT MY LEGS ARE ALMOST TOTALLY USELESS--AND THAT I ONLY STAND WITH THE AID OF BRACES!

I AM COMING FOR YOU, SPIDER-MAN!

SRRIIPP

THANKS FOR WARNING ME, BIRDBRAIN--BUT I ALREADY SENSED YOU COMING!

HEY! DO YOU KNOW HOW LONG THAT UNDERARM WEBBING TAKES TO SEW?!

WHERE'S OCTOPUS? I THOUGHT YOU GUYS WANTED TO CARVE ME UP TOGETHER!?!

BOSS, DO WE HELP THE OWL?

NO! MY PLANS HAVE CHANGED.

HURRY!

WE WILL DEPART.

HUH--?

LET MY TWO ENEMIES PUMMEL EACH OTHER SENSELESS-- WHILE WE SEE TO OTHER MATTERS!

OCTOPUS IS LEAVING! HE'S GETTING AWAY!

SNIP

HE'S THE SMART ONE!

UH-OH! THE OWL'S RAZOR-SHARP TALONS MANAGED TO SLICE THROUGH MY WEB-LINE BEFORE IT COULD HARDEN!

NO PROBLEM! I'LL JUST TAKE THE FAST WAY DOWN!

HAVE TO HURRY IF I WANT TO CATCH UP TO OCTOPUS! CAN'T LET HIM ESCAPE!

HE AND THE OWL ARE PLANNING SOMETHING BIG-- BUT I DON'T KNOW WHAT!

THE OWL'S OBVIOUSLY AFRAID OLD FOUR-ARMS WILL BETRAY HIM-- AND WITH GOOD REASON!

UH-OH! THE OWL'S RIGHT BEHIND ME, AND GAINING FAST--

EXIT

--BUT HE WON'T FIND ME!

ACCURSED ARACHNID, WHERE ARE YOU HIDING!?!

THWIP!

INSIDE DEM BONES, DEM BONES, DEM DRY OLD BONES! GOTCHA!

HAVING ME--AND HOLDING ME--

--ARE NOT THE SAME, SPIDER-MAN--

--AS YOU SHALL NOW LEARN!

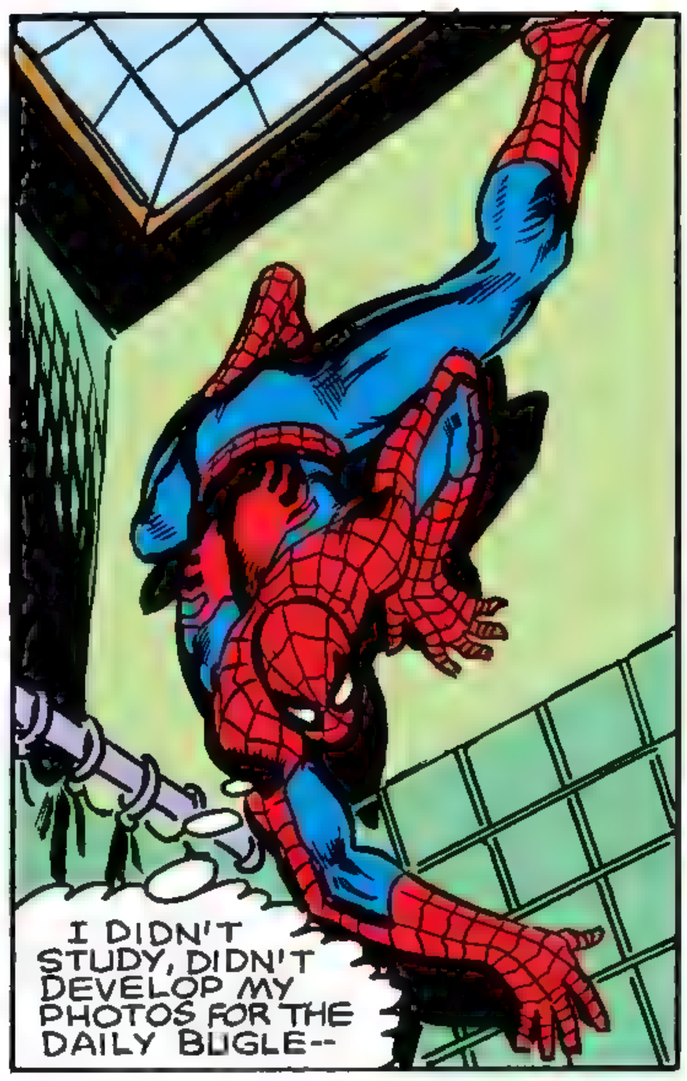
ADIEU!

THE OWL'S GONE--

--AND THERE'S NO SIGN OF OCTOPUS!

I-I REALLY FLUSHED OUT! I LOST THEM BOTH!

WHAT A NIGHT!


I DIDN'T STUDY, DIDN'T DEVELOP MY PHOTOS FOR THE DAILY BUGLE--

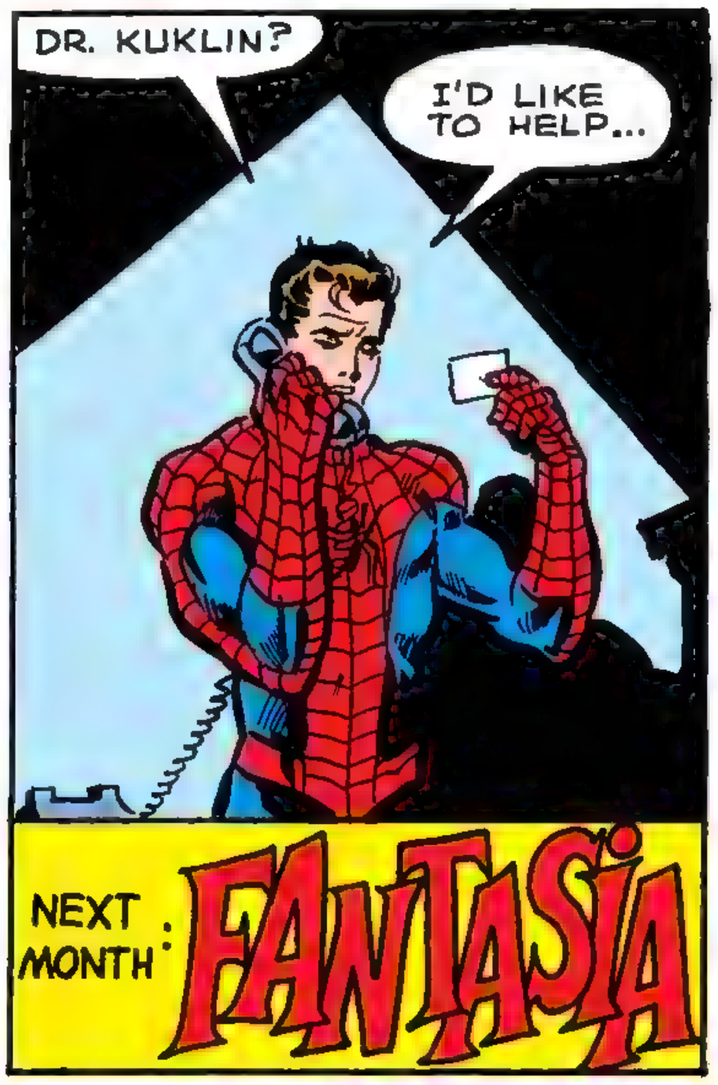
--DIDN'T DO ANYTHING EXCEPT INVOLVE MYSELF IN ANOTHER USELESS SUPER-VILLAIN BATTLE!

WHAT A CHUMP I AM! I BUST MY TAIL TRYING TO SAFEGUARD A CITY FULL OF STRANGERS--
BETTER

--WHILE I IGNORE A FRIEND! DEBRA WHITMAN'S BEEN IN THE BACK OF MY MIND ALL DAY!
I OWE THAT LADY! HOW COULD I JUSTIFY TURNING MY BACK ON HER?
HOW COULD I EVER LIVE WITH THAT?

ESPECIALLY NOW, WHEN SHE NEEDS ME THE MOST...

DR. BAILEY KUKLIN
PSYCHIATRIST
-5432
SON AVENUE


DR. KUKLIN?
I'D LIKE TO HELP...
NEXT MONTH:
FANTASIA

60¢ | 74 JAN 02199

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER, THE SPECTACULAR SPIDER-MAN®

©1982 MARVEL COMICS GROUP

TM

THIS IS IT! THE MIND-SHATTERING CONCLUSION TO THE DEBRA WHITMAN SAGA!

HALL/MILGROM

FANTASIA!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter gained the arachnid's powers... and in effect, became a human spider...

STAN LEE PRESENTS: THE SPECTACULAR SPIDER-MAN!®

BILL MANTLO STORY / BOB HALL ART / JIM MOONEY INKS / DIANA ALBERS LETTERS / BOB SHAREN COLORS / TOM DEFALCO EDITOR / JIM SHOOTER HIGH MUCKAMUCK

FANTASIA!

NO, PETER! GO BACK! DON'T TRY TO SAVE ME! YOU'LL ONLY GET HURT!

HURT, DEB? NO ONE CAN HURT *THE SPECTACULAR SPIDER-MAN!*

"THAT'S HOW MY DREAM GOES, DR. KUKLIN, NIGHT AFTER NIGHT--"

--UNTIL I WAKE UP SCREAMING--SICK WITH WORRY THAT THE BOY I LOVE IS AGAIN ENDANGERING HIMSELF--AS *SPIDER-MAN!*

DEBRA, PETER PARKER IS ONLY SPIDER-MAN IN YOUR MIND.

YOU'RE CONFUSING FANTASY WITH REALITY.

THAT IS NO HELP, DOCTOR.

TELLING ME WHAT'S WRONG WITH ME--DOESN'T TELL ME HOW TO DEAL WITH IT.

AND, PETER *IS* SPIDER-MAN!

THE INCREDIBLE STRENGTH HE'S OCCASIONALLY SHOWN -- THE FACT THAT HE'S ALWAYS ON THE SCENE TO TAKE PICTURES WHEN SPIDER-MAN SWINGS INTO ACTION... HE *MUST* BE SPIDER-MAN!

GO HOME NOW, DEBRA. GET SOME REST.

DEBRA WHITMAN HEEDS HER DOCTOR'S ADVICE AND THE DOOR CLOSES BEHIND HER.

THEN, BAILEY KUKLIN STEPS TO ANOTHER DOOR...

MR. PARKER? I TRUST YOU HEARD...

I HEARD, DOC--AND I'M STUNNED!

ESPECIALLY SINCE I MAY HAVE CAUSED DEB'S PROBLEM BY CARELESSLY LETTING HER DISCOVER MY *SPIDER-MAN* IDENTITY!

EITHER SHE REALLY KNOWS THE TRUTH--OR IT'S ANOTHER ONE OF HER DELUSIONS. EITHER WAY--SHE'S IN SERIOUS TROUBLE!

WHAT CAN I DO TO HELP, DR. KUKLIN?

AS I'VE ALREADY MENTIONED, DEBRA NEEDS TO BE SHOCKED OUT OF HER FANTASY STATE--AND BACK INTO REALITY.

I WANT YOU TO DO THE SHOCKING--

--BY PRETENDING TO BE THE HERO SHE THINKS YOU ARE--AND THUS SHOWING HER THE ABSURDITY OF HER DELUSIONS!

SPIDER MAN

YOU WANT *ME* TO PRETEND TO BE *SPIDER-MAN*?!?

NOT A PRAYER, DOC! THIS ISN'T SOME CRUMMY T.V. SOAP OPERA!

REAL PEOPLE IN REAL LIFE DON'T TREAT SERIOUS PROBLEMS AS IF THEY WERE COMIC BOOK SITUATIONS!

IF DEB'S IN TROUBLE AND NEEDS MY HELP--I'LL HELP HER!

BUT I'LL DO IT MY WAY!

MOMENTS LATER, IN A LONELY ALLEY...

THAT'S ONE SHRINK WHO COULD REALLY USE SOME HELP HIMSELF!

THE LAST THING DEB WHITMAN NEEDS NOW IS TO HAVE SOMEBODY SHE TRUSTS PLAYING GAMES ON HER!

ESPECIALLY WHEN THAT SOMEBODY IS *ME*--THE GUY SHE THINKS SHE LOVES.

OF ALL THE LOUSY TIMES FOR THIS TO HAPPEN! I'VE GOT FINAL EXAMS COMING, AUNT MAY NEEDS MONEY--

--AND THE *OWL* AND *DR. OCTOPUS* ARE GETTING READY TO TURN THE BIG APPLE INTO A BATTLEGROUND!

BUT DEB'S A FRIEND! SHE NEEDS MY HELP! I WON'T ABANDON HER!

ENGROSSED IN HIS OWN MIS-FORTUNES...

SPIDER-MAN DOESN'T NOTICE THAT HIS PASSAGE IS OBSERVED BY A MYSTERIOUS FIGURE...

HOWEVER, MOMENTS LATER...

UH-OH! THAT'S THE *OPPENHEIMER ATOMIC RESEARCH LAB*-- AND MY SPIDER-SENSE IS REACTING TO IT!

NO WONDER! THOSE GUYS DON'T LOOK LIKE RESEARCH TECHNICIANS PUTTING IN OVERTIME!

ALL RIGHT, WE MAKE OUR MOVE--

--NOW!

HUH? SOMEBODY GOT HERE AHEAD OF US!

THE OCTOPUS GANG!

LOOK, IT'S THE OWL GANG!

GET THEM!

LIKE I SAID-- A BATTLEGROUND!

BRUDDA

POW

I STILL DON'T KNOW WHAT THE OWL AND DOC OCK ARE FIGHTING OVER--

--BUT IF THEIR BATTLE'S NOT STOPPED, A LOT OF PEOPLE COULD GET HURT!

GUESS IT'S UP TO ME TO REFEREE!

BA-DONG! BACK TO YOUR CORNERS BOYS! THIS ROUND'S OVER!

SPIDER-MAN!!!

I CAN'T TELL YOU HOW GRATIFYING THAT INSTANT NAME RECOGNITION IS TO MY FRAGILE EGO!

FWAP!

YIPES! HE'S SO FAST--SO STRONG!

OF COURSE, I'M STRONG! I ALWAYS EAT A HEARTY BREAKFAST, GET PLENTY OF SLEEP, EXERCISE DAILY--

SPOK!

--AND ACCENTUATE THE POSITIVE!

FOR INSTANCE, I'M POSITIVE THAT YOU FELLOWS ARE GOING TO BE SLEEPING FOR QUITE SOME TIME!

NOW LET'S SEE EXACTLY WHAT YOU WERE TRYING TO STEAL...

BUT, EVEN BEFORE SPIDER-MAN CAN EXAMINE THE SMALL OBJECT HE'S RESCUED FROM THE RIVAL GANGS...

UH-OH!

I DON'T KNOW HOW YOU MOVED FAST ENOUGH TO EVADE MY RAKING TALONS, SPIDER-MAN--

YOW!

--BUT YOU DO NOT POSSESS WINGS! THUS, I BID YOU A FOND FAREWELL!

THE OWL!

HE SWOOPED DOWN AND SNATCHED THAT WIDGET RIGHT FROM UNDER MY NOSE!

AND I DON'T EVEN KNOW WHAT IT IS--OR HOW IT FITS INTO THE OWL-OCTOPUS WAR!

MOCKING LAUGHTER FILLS THE NIGHT AS THE OWL DEPARTS...

SOON...

THE COPS CAN TAKE CARE OF THE LEFTOVER OWL AND OCTOPUS GANG MEMBERS!

I DOUBT THEY'LL LEARN ANYTHING THOUGH!

THE DOUBLE-Os AREN'T LIKELY TO ENTRUST KNOWLEDGE OF THEIR OVERALL PLANS TO UNDERLINGS--

--WHICH LEAVES ME AS MUCH IN THE DARK AS EVER!

A SLENDER STRAND OF WEBBING CARRIES THE AMAZING SPIDER-MAN TO THE CAMPUS OF **EMPIRE STATE UNIVERSITY.**

CHANGING AGAIN TO PETER PARKER, HE QUICKLY ENTERS THE BIOPHYSICS BUILDING, AND THEN...

COME TO SEE ME ABOUT YOUR DEPLORABLE LACK OF EXAM PREPARATION, MR. PARKER?

IT'S A LITTLE LATE FOR THAT!

NO, DR. SLOAN! I'M HERE TO ASK YOU WHAT YOU KNOW ABOUT DEBRA WHITMAN.

AT THE MOMENT I'M MORE WORRIED ABOUT HER THAN MY FINALS!

AT ONCE, THE OLD MAN'S FEATURES SOFTEN...

YES, DEBRA'S BEEN UNDER QUITE A STRAIN LATELY. SHE WON'T CONFIDE IN ME. I FEEL SORRY FOR THE GIRL.

SHE'S SUFFERED SO MUCH, YOU KNOW...

NO, I DON'T KNOW! TELL ME ABOUT IT!

DEBRA HAS A SEVERE EMOTIONAL PROBLEM, MR. PARKER. I KNEW ABOUT IT WHEN I HIRED HER RIGHT AFTER HER RELEASE FROM THE HOSPITAL.

WHAT HOSPITAL?! WHY WAS SHE THERE??

I CAN'T BREACH THAT CONFIDENCE. PERHAPS HER BOY-FRIEND--**BIFF RIFKIN**-- CAN HELP YOU.

HE AND DEBRA WENT TO COLLEGE TOGETHER.

I'LL ASK HIM-- DR. SLOAN! THANKS!

I ADMIRE YOUR CONCERN MR. PARKER.

I ONLY WISH YOU CARED AS MUCH ABOUT YOUR POOR GRADES. I DON'T KNOW HOW YOU CAN PASS YOUR EXAMS...

SHORTLY... BIFF RIFKIN ALWAYS STRUCK ME AS A MIND-LESS MASS OF MUSCLE.

WHAT'S HE GOING TO TELL ME ABOUT DEB'S PAST?

MEANWHILE, AT THAT EXACT MOMENT, INSIDE THE TOWER HEADQUARTERS OF A CERTAIN KINGPIN OF CRIME!

WHY SHOULD I ALLY MYSELF WITH YOU?

YOU HAVE NO CHOICE, KINGPIN! BEFORE I'M THROUGH--

THERE'S A WAR ON, KINGPIN--WITH ALL NEW YORK AS ITS BATTLEFIELD!

I AM QUITE AWARE OF YOUR CLASH WITH THE OWL. I LOOK FORWARD TO PICKING UP THE PIECES AFTER YOU HAVE DESTROYED ONE ANOTHER.

THERE WON'T BE ANY MORE PIECES WHEN I'M THROUGH!

AND YOU WILL PERISH WITH ALL THE REST!

--THE WHOLE WORLD WILL BOW BEFORE DOCTOR OTTO OCTAVIOUS!

YOU SEE, KINGPIN, I DON'T REALLY NEED YOU...

SNIIIK

RIIIP

MY WALL SAFE!

I ONLY NEED THIS!!!

HOW DID YOU KNOW THAT I HAD OBTAINED IT?!

LIKE YOU, KINGPIN, I HAVE MY SOURCES!

AND I KNEW THAT STEALING IT FROM YOU WOULD BE NO HARDER THAN--

--TAKING CANDY FROM A BABY!

OCTOPUS, YOU ARE A PATHETIC FOOL...

THIS BABY HAD PLANNED FOR YOU-- AND HAD SWITCHED THE CANDY PRIOR TO YOUR ARRIVAL.

EH? THE LIGHTS!

I'LL TAKE THAT, TUBBY!

THE DEVICE-- IT'S GONE-- SNATCHED FROM MY GRASP!

ONLY A FAINT FEMININE GIGGLE RATTLES IN THE WIND...

MEAN-WHILE...

THAT HEALTH SPA IS WHERE RIFKIN WORKS!

VIENNA

SPA

AFTER A FAST CHANGE...

HEY, BIFF-- BIFF RIFKIN!

MEMBERS ONLY

PARKER--?

VIENNA

WHAT DO *YOU* WANT?

FIRST, TO APOLOGIZE FOR SOCKING YOU THE OTHER DAY-- AND SECOND, TO GET YOUR ASSISTANCE IN HELPING DEB!

JUICE BAR

AT LAST YOU FINALLY NOTICED DEB'S PROBLEMS... YOU'RE NOT REALLY THE OBSERVANT TYPE, ARE YOU, PARKER?

THAT CHICK'S NUTS ABOUT YOU, AND ALL YOU'VE EVER DONE IS HURT HER--

--JUST LIKE HER RAT OF A *HUSBAND!*

PAPA

DEB'S *MARRIED?!!*

SHE WAS, BUT SHE'S SEPARATED NOW!

"SHE AND I WENT TO COLLEGE IN THE MIDWEST. I HAD A CRUSH ON HER EVEN THEN..."

HEY, DEBBIE! HOW'S LIFE?

AS WONDER-FUL AS EVER, BIFF!

"SHE WAS ALWAYS SO BRIGHT, SO CHEERFUL..."

BUT SHE HAD A PROBLEM WITH MEN. SHE ALWAYS SEEMED TO FALL FOR GUYS WHO TREATED HER LIKE DIRT.

THE GUY SHE EVENTUALLY MARRIED WAS THE BIG MAN ON CAMPUS--AND HE WAS SO FULL OF HIMSELF THAT HE ALL BUT IGNORED DEB.

IGNORNING HER MIGHT HAVE BEEN BETTER THAN WHAT FINALLY HAPPENED...

"Y'SEE, AFTER THE WEDDING DEB KIND OF DROPPED OUT OF SCHOOL. I SAW HER A FEW WEEKS LATER...

HEY, DEB! HOW'S MARRIED LIFE TREATING YOU?

GOOD GOSH, BABE-- YOUR EYE!

"SOMEONE'D GIVEN HER ONE HECKUVA SHINER--AND I HAD A GOOD IDEA WHO!

"THAT NIGHT I STOPPED BY THEIR APARTMENT. WHILE OUTSIDE, I COULD HEAR HIM HITTING HER...

GET YOUR LOUSY HANDS OFF THE LADY, WHITMAN!

WHAT? HOW DARE YOU BURST INTO MY HOUSE AND--!

I'LL DARE ANYTHING TO HELP DEB, YOU LOUSY WIFE-BEATER!

SWOK

"TECHNICALLY, I'D BROKEN THE LAW--

"--BUT I DIDN'T THINK WHITMAN WOULD DARE PRESS CHARGES.

"I TOOK DEB OUT OF THERE, AND TO THE HOSPITAL...

Y-YOU DON'T UNDERSTAND, BIFF. MARK IS REALLY A GOOD, KIND, AND GENTLE HUSBAND-- REALLY!

DEB, HOW BADLY DOES HE HAVE TO HURT YOU-- BEFORE YOU WAKE UP TO THE TRUTH? LEAVE HIM!

"SHE WOULDN'T LISTEN TO ME...

DEB WAS A BATTERED WIFE WHO LET HERSELF BE BATTERED BECAUSE SHE REFUSED TO FACE REALITY. SHE STILL PERSISTS IN SEEING PEOPLE AS THEY *AREN'T*, PARKER.

ME AS A NOT-TOO-BRIGHT "JOE JOCK"--

--AND YOU AS ATTENTIVE AND CONSIDERATE.

BUT I LOVE DEB. I'D MARRY HER IN A SECOND IF SHE'D ONLY STRAIGHTEN OUT AND... HEY! WHERE ARE YOU GOING?

TO TRY SOME *SHOCK THERAPY*, BIFF--

--AND MAYBE CHANGE YOUR OPINION OF ME!

SECONDS LATER...

THE NOTION THAT PETER PARKER IS SPIDER-MAN HAS BEEN DRIVING DEB OFF THE DEEP END!

WELL, THE LADY'S GONNA FIND OUT SHE'S NOT CRAZY--

--EVEN IF IT COSTS ME MY *SECRET IDENTITY!*

MEANWHILE, ELSEWHERE...

OWL! I KNOW YOU'RE IN HERE!

YOU HAVE THE *DEVICE*, STOLEN FROM THE SCIENCE CENTER-- I HAVE THE *ACTIVATOR!*

I WANT *BOTH*-- OR I SHALL HAVE YOUR LIFE!

DON'T BE A FOOL, OCTOPUS! I LET YOU KNOW I'D BE HERE SO WE COULD AGAIN TRY TO FORGE AN ALLIANCE!

NEITHER OF US CAN SUCCEED WITHOUT THE OTHER!

UNLESS, OF COURSE, THE OWL POSSESSES *BOTH* THE DEVICE AND ITS TRIGGERING MECHANISM!

AAAH

NOW, OCTOPUS, I HAVE NO NEED TO ALLY MYSELF WITH YOU-- OR ANYONE!

FOOL!

FRAGILE

YOU'LL NEVER LEAVE HERE ALIVE!!!

OH, NO! THE ACTIVATOR! I'VE DROPPED IT!

SKRAK

THIS IS NOTHING BUT SOME HOLLOW GLASS TUBING!

WHAT?!

THE KINGPIN TRICKED ME! HE MUST HAVE SUBSTITUTED THIS FAKE FOR THE REAL TRIGGER!

AND YOU FELL FOR HIS TRICK? *HA-HA-HA!* YOU ARE A BUFFOON, OTTO OCTAVIOUS! A BUFFOON!

HOW COULD I EVER HAVE IMAGINED I'D NEED YOU AS AN ALLY?

NO ONE LAUGHS AT DOCTOR OCTOPUS, OWL!

NO ONE!!!

W-WHAT ARE YOU GOING TO DO--?!

SKRAKRASH

NOTHING... FOR THE MOMENT!

BUT, YOU AND I SHALL MEET AGAIN, OWL!

YES, OCTOPUS-- WE SHALL!

AT MY *AERIE*, WHICH I'VE CAREFULLY PREPARED IN ANTICIPATION OF YOUR ARRIVAL!

FOR I STILL HAVE THE *DEVICE* YOU NEED TO CARRY OUT YOUR INSANE SCHEME, OCTOPUS!

YOU WILL COME LOOKING FOR IT-- AND I'LL BE WAITING!

ELSEWHERE...

DEB LIVES ON THE EAST SIDE!

I'VE TRIED CALLING--BUT HER PHONE'S OFF THE HOOK!

NO WONDER! SHE'S LYING IN BED--TALKING TO HER STUFFED ANIMALS!

SHE SEEMS TOTALLY CUT OFF FROM REALITY!

ACCORDING TO BIFF, DEB'S HAD SERIOUS PROBLEMS BEFORE EVER COMING TO NEW YORK--BUT THAT DOESN'T CHANGE THE FACT THAT I HELPED TRIGGER THIS BREAKDOWN!

IF ONLY I'D SHOWN A LITTLE MORE CONCERN--IF ONLY I'D PAID ATTENTION TO DEB'S PROBLEMS--

--AND TO THE NEEDS OF OTHERS SUCH AS MY UNCLE BEN AND AUNT MAY, AND GWEN AND CAPTAIN STACY--

--I MIGHT HAVE SPARED EVERYONE A LOT OF GRIEF ALL THE WAY DOWN THE LINE!

WELL, I'VE GOT A CHANCE TO RECTIFY THAT PATTERN ...NOW!

DEB'S BEEN DRIVEN TO THE EDGE BECAUSE SHE *KNOWS* I'M SPIDER-MAN--

--AND BECAUSE HER PAST MAKES IT IMPOSSIBLE FOR ANYONE TO BELIEVE HER!

FOR ONCE SHE'S GOING TO KNOW SHE WASN'T FANTASIZING --THAT SHE WAS *RIGHT* ALL ALONG!

DEB? I'M HERE!

SPIDER-MAN?

YES, DEBRA--I'M SPIDER-MAN...AND *PETER PARKER!*

THE WORDS COME WITH A RUSH OF EXPELLED AIR. AT LONG LAST, HE'S REVEALED A SECRET HE SWORE NEVER TO SHARE...

DEBRA WHITMAN RISES FROM HER BED LIKE A WOMAN IN A TRANCE.

Y-YOU ARE *REAL*, AREN'T YOU?

THIS ISN'T ANOTHER OF MY FANTASIES?

I'M REAL, DEB.

TAKE OFF MY MASK--AND SEE THE TRUTH.

GO AHEAD.

TREMBLING FINGERS LIFT AWAY THE CRIMSON MASK...

YOU SEE, DEB? IT'S ME! *PETER!* YOU WERE RIGHT ALL ALONG!

I AM SPIDER-MAN!

YOU AREN'T CRAZY! YOU NEVER WERE! YOU DID KNOW THE TRUTH! I DON'T KNOW HOW YOU LEARNED MY SECRET--BUT I COULDN'T LET YOU BELIEVE THAT IT WAS ALL ANOTHER DELUSION!

DEBRA WHITMAN LISTENS, AND HER EYES GROW WIDER...

THEN, SHE TURNS AWAY FROM HIM, AND PETER PARKER WONDERS IF, PERHAPS, THIS HAS ALL BEEN TOO MUCH OF A SHOCK...

DEB? ARE YOU ALL RIGHT?

SHE LAUGHS THEN.

DEB?

AND LAUGHS...

...AND GOES ON LAUGHING.

OH, PETER, PETER... *THANK YOU!*

HUH? FOR WHAT?

FOR PUTTING ON THIS SILLY MASK-- FOR DRESSING UP IN THAT ABSURD COSTUME!

YOU'VE SHOCKED ME BACK TO MY SENSES--MADE ME REALIZE WHAT A FOOL I'VE BEEN TO LET MY FANTASIES RUN AWAY WITH ME AGAIN!

PETER PARKER, YOU ARE THE BEST FRIEND I'VE EVER HAD.

WELL, WHAT DO YOU KNOW?!

THE DOCTOR WAS RIGHT! THE SHOCK THERAPY WORKED!

THE NEXT DAY AT NEW YORK'S PORT AUTHORITY BUS TERMINAL...

GOODBYE, PETER. THANK YOU FOR EVERYTHING.

ARE YOU SURE THAT RETURNING TO THE MIDWEST--IS THE RIGHT WAY TO DEAL WITH YOUR FUTURE, DEB?

BEFORE I CAN DEAL WITH THE FUTURE, I'VE FIRST GOT TO RESOLVE MY PAST. I'M GOING TO DIVORCE MY HUSBAND--

--AND TRY TO START OVER.

I KNOW A CERTAIN *BIFF RIFKIN* WHO'LL BE GLAD TO HEAR THAT!

I'LL KEEP IN TOUCH WITH BIFF... AND WITH YOU, PETER.

DO THAT, LADY--AND GOOD LUCK!

WITHOUT A BACK-WARD GLANCE DEBRA WHITMAN BOARDS THE BUS...

THEN, AS IT DEPARTS, PETER PARKER HAS A DISCONCERTING THOUGHT...

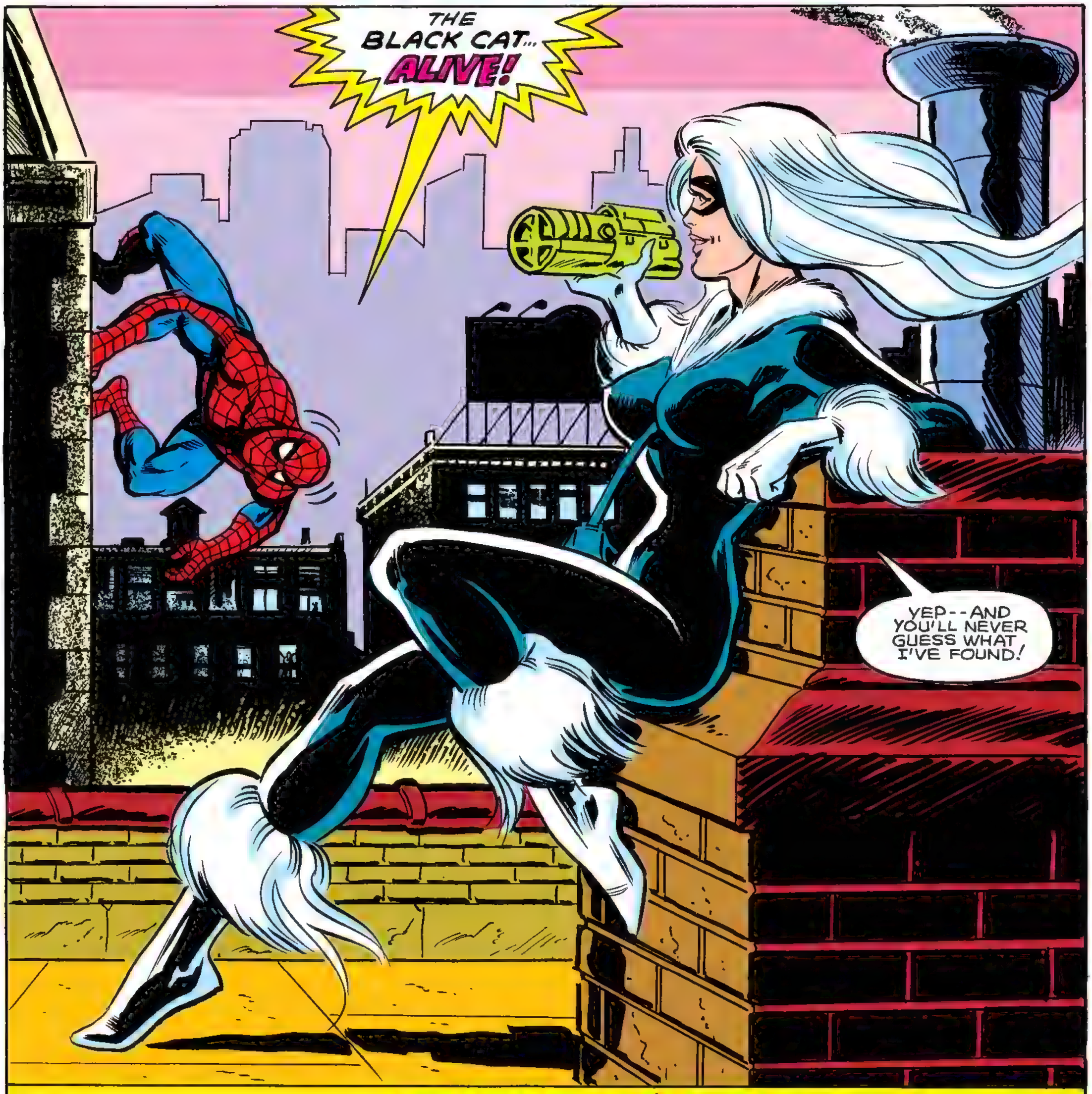
HEY! WHAT IF DEB EVER WONDERS HOW PETER PARKER CLIMBED UP ONTO HER TERRACE?!?

LATER...

I ALMOST CAN'T BELIEVE DEB WHITMAN'S REALLY GONE OUT OF MY LIFE. I HOPE SHE FINDS WHAT SHE'S SEARCHING FOR!

WHEW! WHAT A DAY! I'VE GOT TO GET HOME AND START STUDYING FOR MY FINALS NOW!

CAN'T LET ANYTHING ELSE DISTRACT ME!



NEXT ISSUE:

THE WORDS IN LATIN MEAN "WILD BEASTS"! BE HERE FOR...

FERAE NATURAE!

TWICE THE ACTION! TWICE THE EXCITEMENT! TWICE THE THRILLS! (AND TWICE THE PAGES!) JOIN US!

MARVEL® COMICS GROUP

$1.00 | 75 FEB 02199

CG

©1982 MARVEL COMICS GROUP

TM

DOUBLE-SIZED ISSUE!

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER, THE SPECTACULAR SPIDER-MAN®

FEATURING THE DRAMATIC RETURN OF *THE BLACK CAT!*

PLUS THE CATASTROPHIC CLIMAX OF THE *OWL OCTOPUS WAR!*

THE FINAL CONFRONTATION

MILGROM

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!®

BLACK CAT--

--YOU'RE ALIVE!!

FERAE NATURAE (WILD BEASTS)

BILL MANTLO * AL MILGROM * JIM MOONEY * JOE ROSEN * BOB SHAREN * TOM DeFALCO * JIM SHOOTER
SCRIPTER BREAKDOWNS INKER LETTERER COLORIST EDITOR CHIEF

EASY, LOVER! I MAY HAVE NINE LIVES, BUT I DON'T HAVE SPARE RIBS!

HUH? OH, GUESS I GOT CARRIED AWAY!

BUT I THOUGHT YOU WERE DEAD, AND...

GOSH, I-I'M JUST SO...SO GLAD THAT YOU'RE NOT!

HOW GLAD? SHOW ME!

MMMMM! *VERY* GLAD! LET'S DO THAT AGAIN!

HEY!

I RODE AN EMOTIONAL ROLLER COASTER BECAUSE I THOUGHT YOU WERE DEAD! YOU OWE ME AN EXPLANATION AND IT HAD BETTER BE A GOOD ONE!

I TOLD YOU THE BLACK CAT HAS...

C'MON, FELICIA! SAVE THAT LINE FOR THE UNINITIATED! I WANT TO KNOW WHERE YOU'VE BEEN ALL THESE WEEKS!

OH, *POO!* I WANT SOME INTIMACY...NOT AN INTERROGATION!

GET SERIOUS, CAT! MAYBE I CARE FOR YOU, AND MAYBE YOU CARE FOR ME...

NO MAYBES, BABY!

I DO LOVE YOU, AND I'M SORRY I SCARED YOU--

--BUT THERE WAS NO WAY I COULD LET YOU KNOW I WAS ALIVE!

WHY NOT? TELL ME WHAT HAPPENED!

IMAGES COMING AS FAST AS MACHINE GUN FIRE, SPIDER-MAN RECALLS THE LAST TIME HE'D SEEN THE CAT...

SHE'D TRIED TO ROB THE MOB. HE'D TRIED TO STOP HER...BUT FAILED.

TOGETHER, THEY'D ESCAPED...

END OF THE LINE, FELICIA! I'M TURNING YOU OVER TO THE POLICE!

BUT SHE'D ESCAPED HIM.

YOU WITCH! COME BACK WITH MY BIKE!

LATER, ON THE DOCKS, HE'D SNARED HER WITH A WEB-LINE...

BUT, TO HIS SURPRISE, SHE TOOK IT WITH HER!

I WON'T GO TO JAIL! I'D RATHER DIE FIRST!

FELICIA, DON'T--!

TIME AND AGAIN, HE DIVED INTO THOSE COLD, DARK WATERS DESPERATELY SEARCHING FOR HER...

...TO NO AVAIL!

LATER, WHEN POLICE CAPTAIN JEAN DEWOLFF ARRIVED WITH A PARDON FOR HER CRIMES...

YOU'RE TOO LATE.

I'M SORRY,

YOU ARRANGED A *PARDON* FOR ME, LOVER? HOW SWEET!

NO MORE NONSENSE, FELICIA! I WANT ANSWERS! WHERE WERE YOU?

WELL, I *WAS* DROWNING...

"YOUR WEBBING STUCK LIKE A SECOND SKIN!

"FORTUNATELY, IT WAS STUCK TO MY *COSTUME* AND NOT ME!

"--AND WAS ABOUT TO SWIM AWAY AND SURPRISE YOU, WHEN SOMEONE ELSE SURPRISED ME!

"I MANAGED TO WRIGGLE OUT OF IT--

"TO MY AMAZEMENT, THEY WORKED FOR... *DOCTOR OCTOPUS!*

"AND I BECAME HIS GUEST!"

DOC OCK'S GUEST?!

WELL, HE WOULDN'T LET ME LEAVE, BUT I THINK HE KIND OF LIKED ME...

MORE LIKE A *BONEYARD*, LOVER, IF OCK HAS HIS WAY!

YOU SEE, HE'S NOT INTERESTED IN *BLACKMAIL* LIKE THE OWL! HE WANTS TO PROVE A *POINT!*

WHAT POINT??

LADY, YOU'RE TALKING ABOUT A DEADLY MEGALOMANIAC! RIGHT NOW HE AND THE *OWL* ARE PREPARING TO TURN THE BIG APPLE INTO A BATTLEFIELD!

THAT DOCTOR OCTOPUS IS THE MOST DANGEROUS MAN ALIVE!

AND HE INTENDS TO DEMONSTRATE THAT BY KILLING EVERY MAN, WOMAN AND CHILD IN NEW YORK CITY... WITH *THIS!*

WHAT IS IT?

SEARCH ME! I HEARD OCTOPUS PLOTTING TO STEAL IT FROM THE *KINGPIN* OF CRIME!

"BUT THE KINGPIN FOOLED OCK WITH A DECOY, AND WAS LAUGHING LIKE A BOWLFULL OF JELLY--

"--WHEN I SLIPPED IN AND RELIEVED HIM OF THE REAL McCOY!"

*LAST ISH!

YOU ESCAPED FROM DOC OCK-- STOLE FROM THE *KINGPIN*-- AND *LIVED*??!

WELL, I AM THE BEST *CAT BURGLAR* IN THE BUSINESS!

ANYWAY, I OBVIOUSLY COULDN'T GO BACK TO OCTOPUS...

--SO I CAME BACK TO MY BIG, STRONG SPIDER-MAN! YOU'LL PROTECT ME, LOVER-- WON'T YOU?

FELICIA, I...

OH, FOR CRYING OUT LOUD! YOU'RE BRAVE, CAT, AND BEAUTIFUL--

--BUT YOU'RE ALSO AS NUTTY AS A FRUITCAKE!

STILL, I REALLY CARE ABOUT FELICIA-- OR AT LEAST I THINK I DO!

THERE'S NO OTHER LADY IN MY LIFE RIGHT NOW!

TRUE, I DO HAVE TO STUDY FOR TOMORROW'S FINAL EXAMS! IF I FAIL THOSE I MIGHT AS WELL DROP OUT OF GRAD SCHOOL...

EXAM

AW, WHAT THE HECK! YOU'RE ONLY YOUNG ONCE, RIGHT?!

WHEE! DOES THIS MEAN WE'RE GOING STEADY?!

THAT'S WHAT IT MEANS! SATISFIED?

SOON...

YOU LIVE HERE?

THE MOST EXPENSIVE HOTEL IN TOWN?!

HOTEL BANK

WHY NOT? I HAVE TO LIVE SOMEWHERE! YOU KNOW HOW CATS HATE THE RAIN!

BUT YOU'RE A FELON-- A WANTED CRIMINAL!

AMERICAN EXPRESS DOESN'T KNOW THAT, AND I'M NOT ABOUT TO TELL THEM!

CAT, YOU'RE IMPOSSIBLE!

I KNOW! LOVE ME?

YOU KNOW YOU DO!

WE OWE OURSELVES A BREAK! LET'S SNUGGLE UP FOR AN HOUR OR THREE!

LISTEN, I'M TAKING THIS... WHATEVER IT IS... BACK TO WHEREVER THE KINGPIN STOLE IT FROM, AND...

OH, COME ON, LOVER! EASE UP A LITTLE!

BUT THE KINGPIN!

DOC OCK!

THE OWL!

SHHH! I'M TIRED OF SHOPTALK, AREN'T YOU?

I...

PURRRR!

OH, MY GOSH!

HEY! WHERE ARE YOU GOING--?!

DON'T WORRY, LOVER! I'LL BE RIGHT BACK!

I WANT TO CHANGE INTO SOMETHING A LITTLE MORE...

...COMFORTABLE!

WHY DO I CARE SO MUCH FOR SOMEBODY ON THE WRONG SIDE OF THE LAW?

MAYBE IT'S 'CAUSE THE CAT'S NOT EVIL... JUST WILD!

SHE WANTS TO REFORM, THOUGH! SHE STOLE THIS WIDGET TO PROVE SHE CAN DO GOOD!

SHE DESERVES A CHANCE TO GO STRAIGHT--

--AND, YET, DO I REALLY CARE IF SHE REFORMS, OR DO I LIKE HER BECAUSE SHE'S SLIGHTLY SHADY?

I WOULDN'T BE THE FIRST GUY TO FALL FOR A FELON!

SAM SPADE HAD HIS BRIGID O'SHAUGHNESSY!

MAYBE IT'S THE CAT'S VERY ANTISOCIAL ACTIVITIES THAT I FIND SO ATTRACTIVE!

AFTER ALL, I'M SUPPOSED TO BE SOMEWHAT OUTSIDE THE LAW MYSELF...

HUH? SPIDER-SENSE IS SUDDENLY SCREAMING!

THERE'S PERIL IN THE POWDER-ROOM AND THE BLACK CAT'S STILL IN THERE!

KERRAK!!

IT'S HIM! HE'S HERE! HE KNOWS THE CAT BETRAYED HIM-- AND HE'S COME AFTER HER!

DOCTOR OCTOPUS!

I OFFER YOU A BARGAIN, ARACHNID!

THE *ACTIVATOR* IN EXCHANGE FOR THE LADY'S *LIFE!*

ACTIVATOR?

OCK MEANS THE WIDGET THE CAT STOLE--

--BUT SHE SAID HE PLANS TO COMMIT A MASS-MURDER WITH IT! I CAN'T LET HIM HAVE IT!

YOU CAN'T HAVE *EITHER* ONE, OCTOPUS!

LET THE LADY GO, OCTOPUS!

SKAPOK!

THAT STRONG-ARM STUFF IS NO SUBSTITUTE FOR CHIVALRY!

SHE ABUSED MY HOSPITALITY, WALL-CRAWLER--OVER-HEARD ALL MY PLANS--AND THEN BETRAYED ME!

FOR THAT SHE MUST CERTAINLY DIE--! ACKKK!

DON'T THREATEN THE BLACK CAT, OCTOPUS!

SHE MAY BE MORE CROOKED THAN CURVACEOUS --

-- BUT SHE'S MY LADY!

YOU AND HER-- TOGETHER?!

BAH! HAVE HER THEN, SPIDER-MAN!

OOOFFF!

SHE SHALL WATCH AS I PRESENT HER WITH AN UNEXPECTED PRESENT!

HER CHOSEN-- DISABLED, DECAPITATED AND DESTROYED!

FOUR ARMS FIERCELY FLAIL OUTWARD...

...BUT THEN THE LIBERATED BLACK CAT LEAPS INTO THE FRAY!

SPIDEY'S WORDS WERE THE CLOSEST THING TO A DECLARATION OF LOVE I'VE EVER HEARD FROM HIM, OCTOPUS--

--AND I WON'T LET YOU DEPRIVE ME OF THE CHANCE TO HEAR MORE!

SO GET YOUR TENTACLES OFF MY WALL-CRAWLER, FOUR-EYES!

ARRGH! FINGERNAILS RAKING MY FACE--!

MY CAT-CLAWS, TUBBY! LIKE TO PULL 'EM?

YOU CAN'T!

BYE!

THE CAT IS FAST AND FIERCE ...BUT SHE'S OUTTA HER LEAGUE AGAINST DOC OCK!

OH!

FOOLISH FELINE! PREPARE FOR A CAT-NAP FROM WHICH YOU WILL NEVER AWAKEN!

SP-SPIDEY--?!

I'M HERE, LADY!

I'VE GOT YOU!

AND I HAVE YOU, ARACHNID!

WOK!

UNGHH!

AND NOW, THE PRIZE!

UNH-UNH-UNH, OCKIE! DIDN'T YOUR MAMA EVER TELL YOU TO ASK BEFORE YOU GRAB?

GIVE ME THAT ACTIVATOR, CHILD!

I WARN YOU-- I AM NOT PLAYING NOW!

NEITHER AM I! I'M RUNNING! OHH!

CAT'S NIMBLE-- BUT SHE CAN'T ESCAPE OCK IN THIS CONFINED SPACE!

HE'S GOT HER--AND THE ACTIVATOR!

WHILE YOU MAY NOT KNOW PRECISELY WHAT THE ACTIVATOR TRIGGERS--

--YOU DO KNOW ENOUGH TO THREATEN MY PLANS!

THUS, YOU WILL COME WITH ME!

GOTTA STOP HIM! BUT HE HIT ME SO HARD--STILL GROGGY!

MY HOLDING YOU HOSTAGE WILL INSURE THAT SPIDER-MAN WON'T TRY TO INTERFERE!

KRASH

BUY epic COMICS!

RISE, MY MINIONS! CARRY YOUR MASTER AND HIS PRIZE AWAY!

NO!

THWIP

NO!

THEY'RE GONE!

LATER...

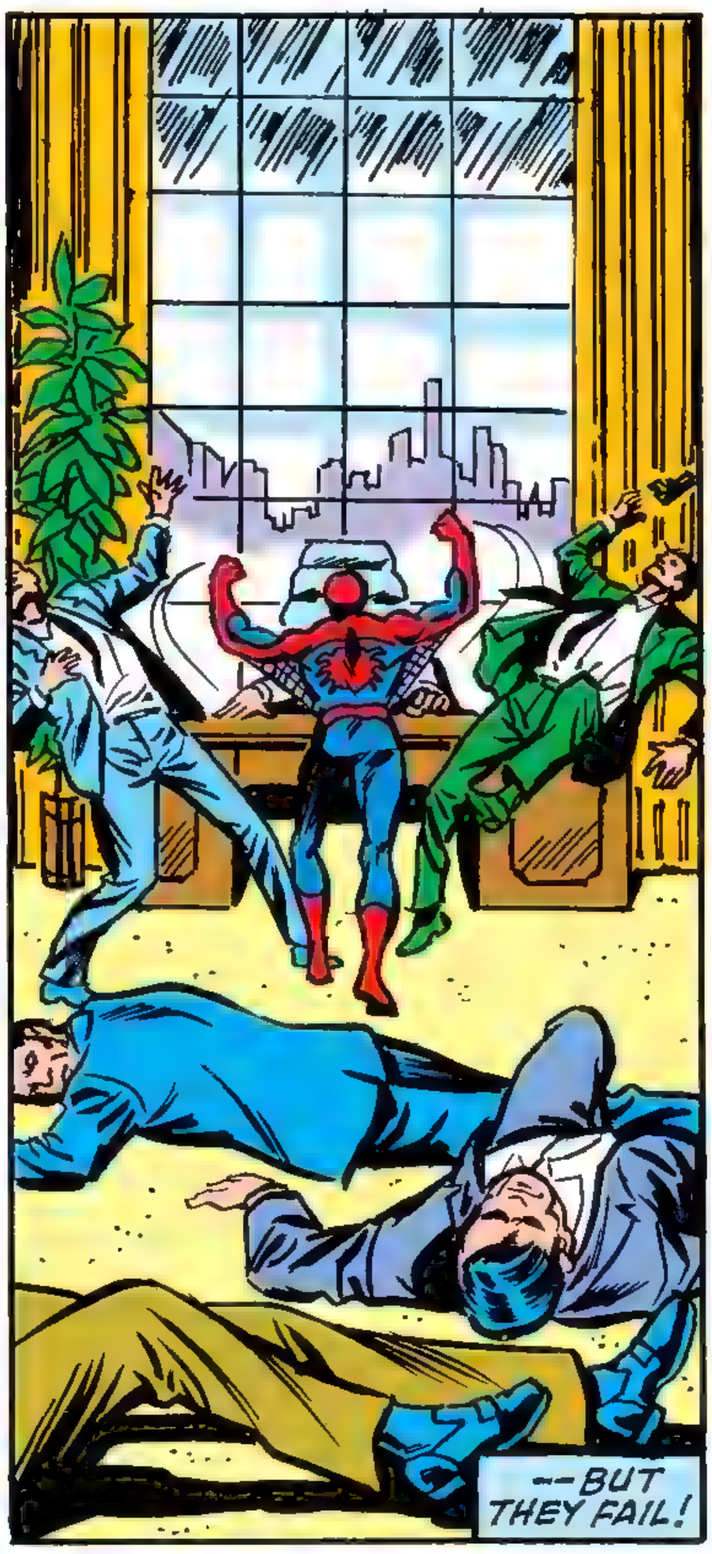
SKRASH

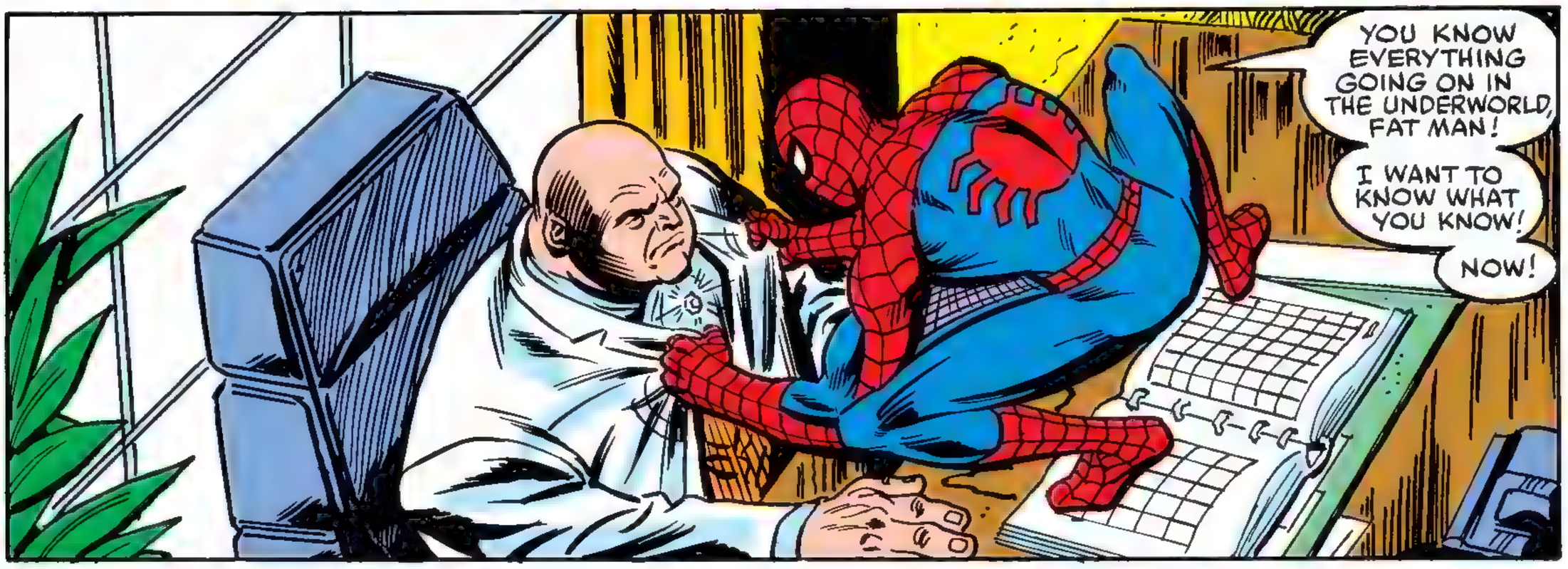
KINGPIN! I WANT WORDS WITH YOU, FAT MAN!

SON OF A SALAMANDER! IT'S SPIDER-MAN!

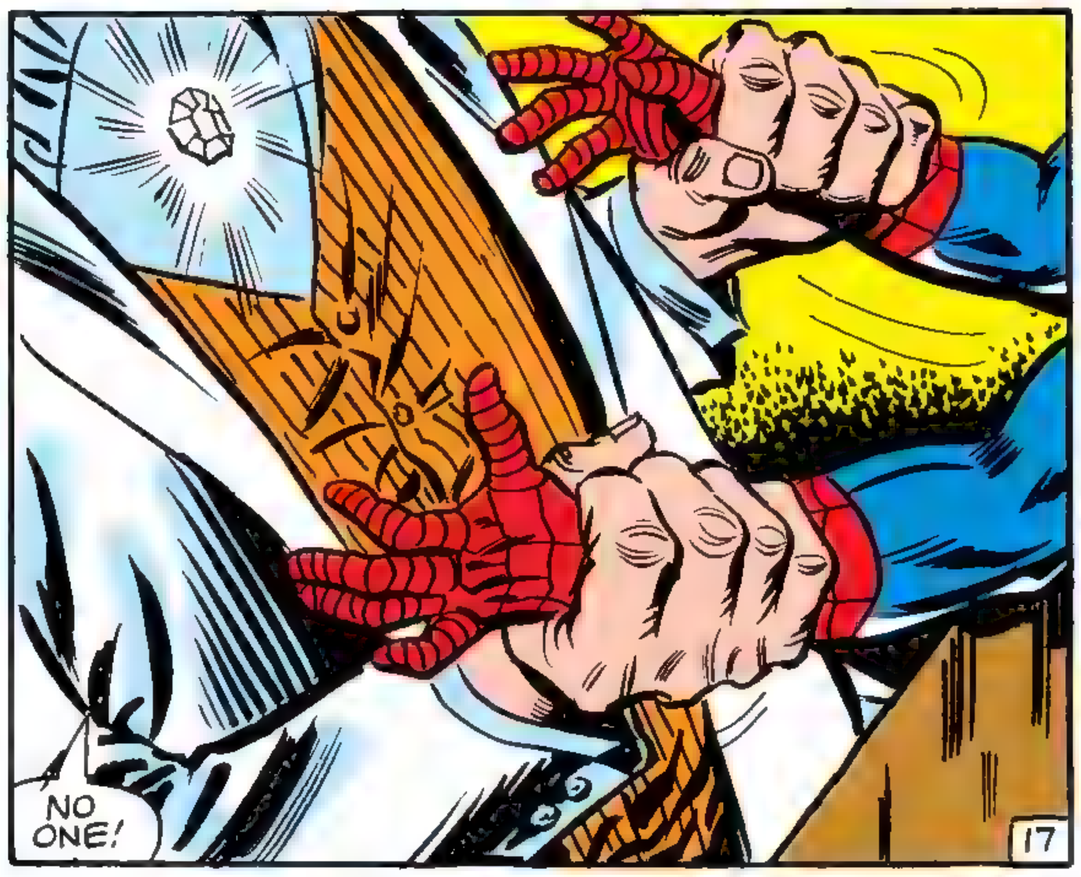
DRILL HIM!

THEY TRY--


--BUT THEY FAIL!


YOU KNOW EVERYTHING GOING ON IN THE UNDERWORLD, FAT MAN!
I WANT TO KNOW WHAT YOU KNOW!
NOW!

I SUFFER NO ONE TO LAY HANDS UPON MY PERSON, SPIDER-MAN.


NO ONE!

I WILL NOW ANSWER YOUR QUESTIONS BECAUSE THEY WILL COST ME NOTHING--

--AND BECAUSE I AM *AFRAID.*

YOU?! AFRAID OF WHAT??

OF *DOCTOR OCTOPUS.*

OKAY, I'M ALL EARS.

WEEKS AGO I LEARNED OF A WAR BEING WAGED FOR THIS CITY--*MY* CITY.

THE *OWL*-- LIKE THE PETTY BIRD HE MIMICS-- MERELY SOUGHT TO ROB IT BLIND.

BUT *OTTO OCTAVIUS* IS FAR MORE DANGEROUS.

HE INTENDS TO RENDER NEW YORK A WASTELAND.

HOW?

THE DEVICE THE OWL STOLE IS A *NEUTRON BOMB,* SPIDER-MAN. THE DEVICE STOLEN FROM ME BY THE CAT IS ITS *TRIGGER.* THE OWL INTENDS TO USE THE BOMB FOR BLACKMAIL.

OCTOPUS INTENDS TO USE IT... PERIOD.

I HAVE ALREADY BEGUN RELOCATING MY HUMAN RESOURCES, AND WILL SOON LEAVE MYSELF.

YOU'RE ALREADY DESERTING THE SHIP I WANT TO SAVE?!

DO AS YOU WISH. THE OWL IS AT HIS AERIE--

--AND I PRESUME YOU WILL SOON FIND DR. OCTOPUS THERE AS WELL.

I'LL BET! SEE YOU LATER, KINGPIN!

AND THANKS!

INCOMPETENT DOLTS.

THE KINGPIN NEVER CEASES TO AMAZE ME. HE'S ONE OF THE DEADLIEST FOES I'VE EVER FOUGHT--

--BUT, AS LONG AS HIS OWN INTERESTS AREN'T ON THE LINE, HE'S SOMETIMES WILLING TO SHARE HIS INFORMATION.

I GUESS HE PREFERS TO LET OTHERS HANDLE MINOR ANNOYANCES--

--LIKE THE POPULATION OF NEW YORK CITY GOING UP IN SMOKE!

BUT I'M HAVING A HARD TIME FEELING AS CONCERNED ABOUT NINE MILLION NEW YORKERS--

--AS I AM ABOUT A LOVELY LADY NAMED FELICIA HARDY!

THE AERIE!

IT HAS STOOD ABANDONED FOR SO LONG THAT TRAVELERS UP THE HUDSON RIVER VIEW IT LESS AS AN EDIFICE THAN AS A NATURAL LANDMARK.

BUT LATELY IT HAS SECRETLY BECOME OCCUPIED AGAIN... BY ITS BUILDER-- THE SCHEMING, SINISTER **OWL!**

I HAVE THE BOMB--BUT IT'S USELESS WITHOUT THE ACTIVATOR.

CURSE OTTO OCTAVIUS!

IF HE HAD JOINED ME, BOTH COMPONENTS WOULD BE IN OUR POSSESSION--AND WE COULD BE WEALTHY BEYOND ALL IMAGINING!

BUT OCTOPUS CARES NOTHING FOR WEALTH, UNLESS IT FURTHERS HIS EGOCENTRIC ENTERPRISES!

BHOOM

SUDDENLY...

WE HAVE CAUGHT THE OWL BY SURPRISE! HE WASN'T EXPECTING AN ATTACK BY RIVER!

STORM THE AERIE, MY MINIONS! SEIZE THE NEUTRON BOMB!

AND YOU, MY LOVELY CAT, SHALL ACCOMPANY ME--

--AS I OBLITERATE THE *OWL* FOR DARING TO OPPOSE ME.

LOOKS LIKE THE LAST ACT OF A JAMES BOND FLICK IN THERE--

--AND THE CAT'S RIGHT IN THE THICK OF IT!

I'VE GOT TO PULL HER OUT BEFORE SHE GETS HURT!

AND TRY TO SAVE THE BIG APPLE!

BUT, BEFORE SPIDER-MAN CAN REACH EITHER THE CAT OR THE COMBATANTS...

CAN'T SEE! I'VE LOST SIGHT OF OCK, OWL AND FELICIA!

...HIS VISION IS OBSCURED BY ACRID SMOKE RISING FROM THE BATTLE BELOW.

BUT, THROUGH THE BATTLE-HAZE, THE OCTOPUS AND OWL GANGS CATCH SIGHT OF THE WEBBED WONDER!

LOOK! IT'S SPIDER-MAN!

GET HIM!

DRAG HIM DOWN!

UH-OH! THERE'S OCTOPUS! HE'S STILL HOLDING THE CAT--AND CHASING AFTER THE OWL!

CAN'T LET THE SMALL-FRY SLOW ME DOWN--WHILE FELICIA'S IN DANGER!

MEANWHILE, SOME DISTANCE AWAY...

CATS CAN SEE IN THE DARK! CAN'T THEY, MY PRETTY PET?

TELL ME-- DO YOU SEE ANY SIGN OF THE OWL IN THIS HAZY GLOOM?

DO YOU SCENT HIS FEAR AS HE FUTILELY TRIES TO HIDE HIMSELF FROM MY VENGEANCE?

BOAST WHILE YOU STILL CAN, OCTOPUS-- BUT YOU ARE SLOWLY MOVING INTO POSITION TO DIE--

--AS MY RAZOR-SHARP TALONS RAKE YOUR FLESH!

SKRUTT

NO! HE DUCKED AT THE LAST INSTANT!

I MERELY WOUNDED HIM-- MADDENED HIM!

NOW HIS ARMS WRITHE UPWARDS, SEEKING TO CRUSH ME!

I CAN EITHER RUN, OR GO ON THE OFFENSIVE! I WILL NOT RUN!

STEALING THE NEUTRON DEVICE WAS MY IDEA-- MY PLAN! I'LL NOT SURRENDER IT SO EASILY TO OCTOPUS!

THAT'S THE SECOND TIME YOU'VE DRAWN BLOOD, OWL.

IT WILL BE THE LAST.

I AM AFRAID, MY DEAR CAT, THAT I MUST LEAVE YOU FOR AWHILE--

--TO DEAL WITH A MOST ANNOYING ENEMY.

THAT'S OKAY! NO OFFENSE TAKEN! I WAS GETTING TIRED OF HANGING AROUND--!

OHHH!

I DIDN'T SAY THAT I WAS LETTING YOU GO, MY PRETTY...

YOU WERE TOO MUCH OF A HINDRANCE WHILE CONSCIOUS.

NO, OTTO OCTAVIUS! YOU'LL BE THE ONE WHO EMBRACES DEATH!

I TRUST YOU WILL SLEEP WELL UNTIL MY RETURN.

YOU HURT ME, OWL.

FOR THAT YOU WILL DIE.

THE OWL CAN SEE IN THIS STYGIAN DARKNESS. I CANNOT.

HE USES THAT ABILITY TO HIS ADVANTAGE.

BUT I HAVE SOMETHING THE OWL CRAVES.

LET HIM SWOOP FOR IT.

THE ACTIVATOR! IF HE'S TOO WEAK TO HOLD IT I MUST HAVE WOUNDED OCTOPUS MORE GRIEVOUSLY THAN I THOUGHT!

BUT IT'S MINE NOW! *MINE!*

AND YOU, OWL-- ARE *MINE!*

OCTOPUS-- ABOVE ME! IT WAS A TRAP!

A LURE SET TO BAG A BIRD OF PREY, OWL-- AND YOU FLEW FOR IT.

NOW, I SHALL CLIP YOUR WINGS.

NO! I CAN STILL FIGHT BACK! I STILL HAVE MY *TALONS!*

DO YOU, OWL?

-SKRAKK

NO, YOU HAVE NO TALONS-- AND NO WINGS!

M-MY CLOAK! I CANNOT GLIDE ON WITHOUT IT!

AND YOU WON'T BE ABLE TO WALK--

--ONCE I HAVE DEPRIVED YOU OF YOUR *LEG BRACES.*

--YOU'LL *PAY* FOR THIS, OCTOPUS!

Y-YOU--

NO, IT IS YOU WHO SHALL PAY...

...*WITH YOUR LIFE!*

GOOD LORD-- *THAT SCREAM!*

I'VE GOT TO FIND OUT IF IT CAME FROM THE CAT!

THOUGH HE IS SURROUNDED AND ASSAULTED BY INNUMERABLE ENEMIES, THE SPECTACULAR SPIDER-MAN BATTLES LIKE A MAN POSSESSED!

FOR EVERY GLANCING BLOW THAT MANAGES TO EVADE HIS SPIDER-SENSE, HE STRIKES A DOZEN IN RETURN!

OPPONENTS FALL! OTHERS TAKE THEIR PLACES!

BUT NOTHING CAN STOP THE WONDROUS WEB-SLINGER!

IF YOU'VE HURT THE BLACK CAT, OCTOPUS--

--YOU'RE A DEAD MAN!

THOUGH IT IS AS DARK AS PITCH INSIDE THE OWL'S AERIE, THE AMAZING ARACHNID'S SPIDER-SENSE LEADS HIM UNERRINGLY FORWARD...

UNCANNILY, HE CLINGS TO CURVED ARCHWAYS--

--AND SWINGS THROUGH SPACE ON HIS WONDROUS WEB-LINE--

I'M GETTING CLOSER! I CAN SENSE IT!

OH, NO!

THE OWL...

...OR WHAT'S LEFT OF HIM!

--WHICH IS SO IMPOSSIBLY SLENDER AS TO ALMOST APPEAR INVISIBLE, AND YET, SO INCREDIBLY STRONG AS TO BE ALMOST UNBREAKABLE!

OCTOPUS DID THIS! THE OWL WAS NO MATCH FOR HIM!

HE'S ALIVE-- BUT JUST BARELY! HIS GANG WILL FIND HIM.

I'VE GOT TO FIND OCTOPUS AND THE CAT--

--BEFORE IT'S TOO LATE!

YOU SHOULDN'T PICK UP A LADY--AND THEN LEAVE HER ALL ALONE, TUBBY!

POOR MANNERS LIKE THAT MAKE THIS LITTLE KITTY SO MAD SHE COULD SPIT!

BUT INSTEAD, I THINK I'LL PUNISH YOU BY TAKING AWAY YOUR LITTLE TOY!

THERE! NOW APOLOGIZE FOR BEING SUCH AN AWFUL LITTLE OCTOPUS!

I SHOULD HAVE SLAIN YOU INSTEAD OF MERELY RENDERING YOU UNCONSCIOUS.

THAT'S YOUR IDEA OF AN APOLOGY?!

YOU'LL NEVER GET YOUR GIZMO BACK NOW!

YOU ARE FOND OF PLAYING GAMES, CAT. I HAVE ALSO PLAYED GAMES ON OCCASION.

BUT I HAVEN'T THE TIME NOW.

THAT'S A PITY, FOUR-ARMS, 'CAUSE I HAVE BOTH THE TIME--

--AND THE ACTIVATOR!

OH!

KRUNCH

CORRECTION, CAT--I HAVE THE ACTIVATOR, AND YOU HAVE RUN *OUT* OF TIME.

I WILL BROOK NO FURTHER INTERFERENCE FROM YOU. THE SUCCESS OF MY PLAN DEPENDS UPON A PRECISELY CALCULATED TIMETABLE.

THE ACTIVATOR MUST BE COUPLED TO THE BOMB--AND THE CITY MUST BE INFORMED OF MY INTENTIONS!

Y-YOU MEAN, YOU'RE GOING TO WARN NEW YORK?!

NOT ENOUGH WARNING FOR ANYONE TO ACT UPON, MY PRETTY. I SHALL MERELY INFORM THEM OF THEIR IMPENDING DOOM--

-- SO THAT THEY SHALL BE AWARE OF MY GENIUS, MY SUPERIORITY-- BEFORE THEY ALL PERISH!

OCTOPUS, THERE'S A FOUR-LETTER WORD FOR PEOPLE LIKE YOU!

SICK!

SPIDER-MAN!

THAT'S RIGHT, OCTOPUS! *SPIDER-MAN!* THE AMAZING, THE SENSATIONAL, THE SPECTACULAR!

LET GO OF MY LADY, LUNATIC!

YOU MISTAKENLY LINK MADNESS TO MY MOTIVES, WALL-CRAWLER-- BUT I AM NOT MAD.

MY EVERY ACTION IS GUIDED BY THE PURE LIGHT OF REASON--!

MAYBE YOU'D BETTER REPLACE YOUR BULB, OCTOPUS--

--'CAUSE YOUR LATEST SCHEME TO WIPE OUT NEW YORK INDICATES THAT YOUR BRAIN'S ON THE BLINK!

ACCURSED ARACHNID! YOU HAVE EVER STOOD IN THE WAY OF ONE WHOSE GENIUS YOU ARE INCAPABLE OF UNDER-STANDING!

OH, I UNDERSTAND YOU, OCK! YOU'RE A PUDGY LITTLE FAILURE OF A SCIENTIST WHO WANTS THE REST OF THE WORLD TO PAY FOR YOUR SHORTCOMINGS!

SILENCE!

GLLKKKK!

HERE, LOVER-- LET ME HELP GET SOME AIR BACK INTO THOSE LUSCIOUS LUNGS OF YOURS!

CAT, I WANTED TO SEE SPIDER-MAN SQUIRM AS HE SUFFOCATED! YOU HAVE DEPRIVED ME OF THAT PLEASURE.

YOU WILL INTERFERE NO LONGER IN MY ENJOYMENTS.

SP-SPIDEY, HE'S TEARING ME AWAY FROM YOU!

DON'T WORRY, CAT! I'LL--!

YOU SHALL DO NOTHING, SPIDER-MAN, SAVE WATCH--

--AS I SMASH OUT THE NINE LIVES OF YOUR FELINE FRIEND-- ONE BY ONE BY ONE!

FWAM

FWAMM

NO!

OCTOPUS IS SO ENGROSSED IN TRYING TO KILL FELICIA THAT HE'S MOMENTARILY FORGOTTEN ABOUT ME!

HIS ARMS... UNDER HIS MENTAL CONTROL... ARE LOOSING THEIR GRIP!

IF I'M EVER GOING TO MAKE MY MOVE-- IT HAD BETTER BE... *NOW!*

LET HER GO, OCTOPUS! PUT HER DOWN!

FWAK

PUT HER DOWN! DON'T FORCE ME TO TEAR YOU LIMB FROM LIMB--

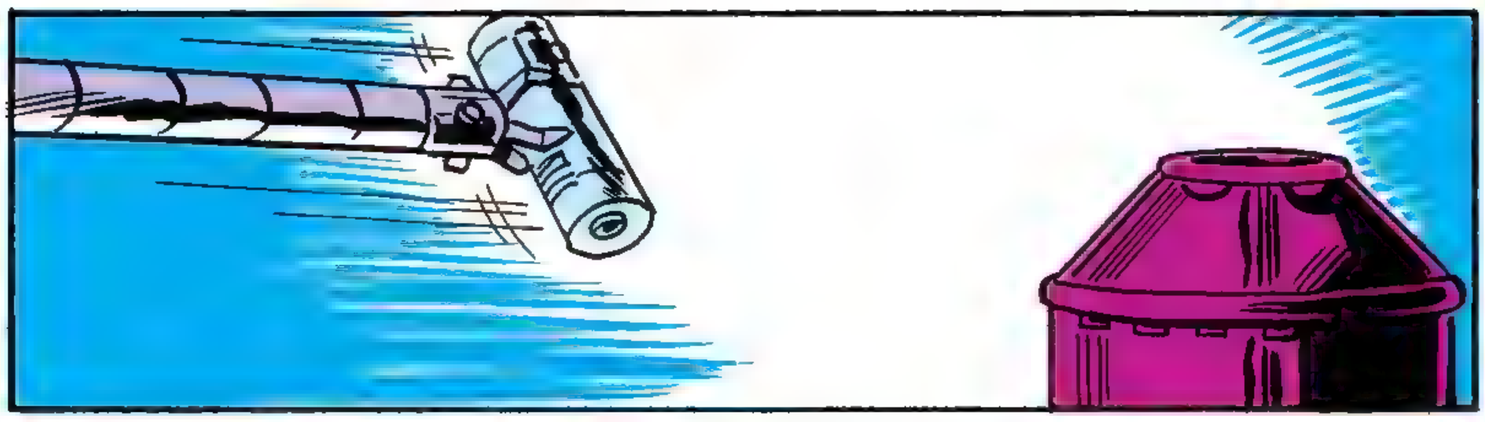
SNAK

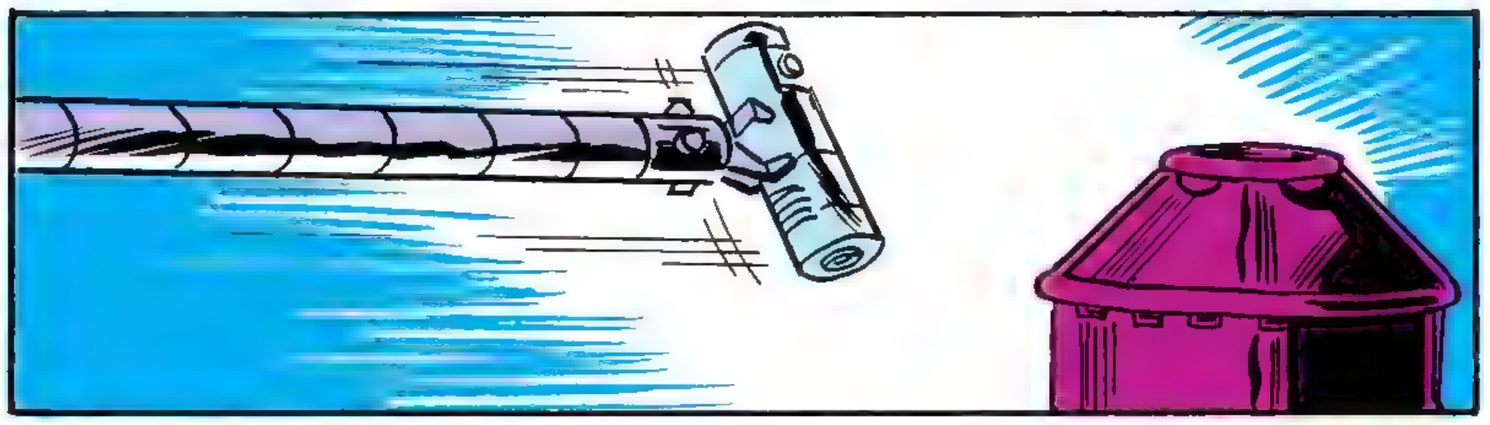
--FROM LIMB!!

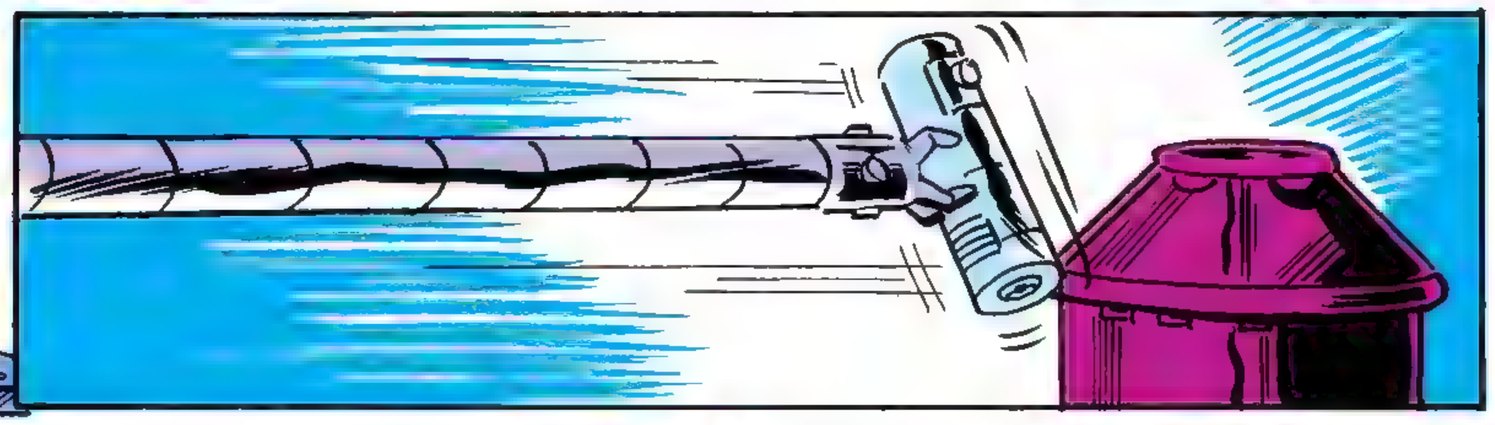
OTTO OCTAVIUS DEFENDS HIMSELF WITH TWO HUMAN ARMS AND THREE MECHANICAL ONES.

MEANWHILE, WITH HIS REMAINING APPENDAGE--

--HE ATTEMPTS TO ASSURE HIMSELF OF TOTAL VICTORY!







NO, OCTOPUS! NO, YOU DON'T! BATTLES LIKE THIS AREN'T WON BY GOING THROUGH THE BACK DOOR!

C'MERE!

YOU WENT TOO FAR THIS TIME! YOU TRIED TO DESTROY NEW YORK CITY--AND YOU HURT THE WOMAN I THINK I LOVE! I'VE HAD ENOUGH!

I'M TIRED OF YOU, OCTOPUS! YOUR ARMS MAKE YOU A MENACE, TUBBY--IT'S YOUR ARMS THAT CARRY OUT YOUR GRUESOME SCHEMES!

BUT, YOU STARTED OUT IN LIFE WITH ONLY *TWO* ARMS!

W-WAIT! WH-WHAT ARE YOU DOING--?!

ME? I'M JUST *RESTORING* THE *STATUS QUO!!!*

RIPPPPPP

YAAAAHHHH

SPIDEY--!

CAT!

I'M COMING, FELICIA! NO ONE CAN KEEP ME FROM YOU NOW!

"NO ONE...

"...AND NOTHING!"

Y-YOU DID IT! YOU DEFEATED YOUR GREATEST ENEMY! YOU BEAT DR. OCTOPUS!

YOU WON!

SHHH, FELICIA! HUSH!

WE HAVE A FEW QUIET MOMENTS TOGETHER. LET'S ENJOY THEM. BESIDES...

--I'M TIRED OF SHOPTALK.

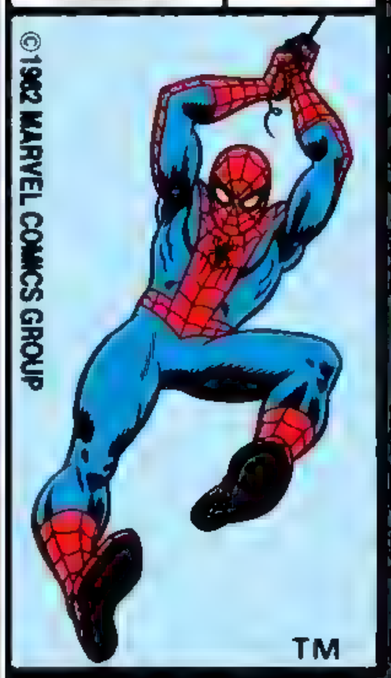
NEXT MONTH: "AT DEATH'S DOOR!" WILL SPIDER-MAN LOSE THE LOVE HE'S FOUND?!

60¢ | 76 MAR 02199

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER, THE SPECTACULAR SPIDER-MAN®



©1982 MARVEL COMICS GROUP

TM

AT DEATH'S DOOR!

MILGROM

A PETER PARKER PRIMER...

1. THE BLACK CAT CAME BACK, AND WAS SPIDEY GLAD!

2. BUT SHE'D MADE DOC OCK AND THE OWL MAD--

3. --BY STEALING THIS BOMB THEY THOUGHT THEY HAD!

4. SO THE BAD GUYS FOUGHT... AND GOT BEAT BAD!

5. NOW THE BATTLE'S DONE, THE VILLAINS HAVE LOST...

6. BUT SPIDEY AND HIS LADY WILL SOON LEARN THE COST...

Stan Lee PRESENTS:

AT DEATH'S DOOR!

UH, FELICIA, I'D LIKE TO GO ON KISSING YOU ALL DAY--

VREEOW

BRATATATATTA

ZWIP

THWIP

--BUT WE'VE GOT COMPANY!!!

TWIP

BILL MANTLO SCRIPTER / AL MILGROM PENCILLER / JIM MOONEY INKER / DIANA ALBERS LETTERER / BOB SHAREN COLORIST / TOM DeFALCO EDITOR / JIM SHOOTER EDITOR-IN-CHIEF

THE OWL AND THE OCTOPUS GANGS! THEY'VE BEEN SO BUSY FIGHTING EACH OTHER--

-- THAT THEY DIDN'T NOTICE THAT THEIR BOSSES WERE BEATEN-- AND THE BATTLE'S OVER!

STAY HERE, FELICIA, WHILE I CLUE 'EM IN!

DON'T YOU BOYS HAVE ANY ROMANCE IN YOU?

I MEAN, YOU'VE GOTTA BE AWFULLY CALLOUS TO BUST UP A SCENE LIKE THE CAT AND I WERE HAVING!

CALLOUS AND COLD! SO COLD, IN FACT--

--THAT I THINK IT'S TIME YOU GOT PUT ON *ICE!*

SPIDEY'S TAKING CARE OF ME, I *LIKE* THAT!

NOW I KNOW I WASN'T WRONG IN COMING BACK TO HIM!

HE LOVES ME, AND I LOVE HIM!

EVERYTHING'S GOING TO BE OKAY FROM HERE ON...

WHAT IN--?!

THE ARMS OF DOCTOR OCTOPUS!

THEY WRITHE AS IF POSSESSING LIFE OF THEIR OWN.

AND THEIR WRITHING REFLECTS THE TORTURE BEING ENDURED BY THE AGONIZED CREATURE FROM WHOM THEY WERE TORN!

WEIRD! SPIDER-MAN HAD TO RIP OFF DR. OCTOPUS'S METAL ARMS TO PREVENT HIM FROM SETTING OFF A NEUTRON BOMB*-- BUT THE GOOD DOCTOR IS SCREAMING AS IF HE LOST HIS *REAL* ARMS!

SPIDEY SAID THAT--IN THE DOC'S TWISTED BRAIN--HIS OCTOPUS ARMS *ARE* REAL! *HEY!* WHERE'S THAT ONE GOING?

*LAST ISSUE!

TOWARDS THE NEUTRON BOMB ACTIVATOR! EVEN THOUGH THEY'RE DETACHED FROM HIM, DOCTOR OCTOPUS MUST BE ABLE TO CONTROL THEM MENTALLY!

WHICH MEANS HE'S GOT TO BE STOPPED ALL OVER AGAIN!

THRAK

YOU'LL PAY FOR THAT, LITTLE GIRL!

MARSHALLING HIS PAIN-BECLOUDED THOUGHTS, DR. OCTOPUS ORDERS HIS DETACHED ARMS TO SEIZE FELICIA HARDY!

AND THEN...

THE BOSS CAUGHT HER FOR US!

SP-SPIDEY!

HELP ME! I-- I CAN'T MOVE!

KILL HER!

SHOOT HER DOWN!

FELICIA!!!

HER SEARING SCREAM REACHES SPIDER-MAN IN THE NEXT CHAMBER, RIPPING THROUGH HIM LIKE A JAGGED KNIFE...

...AND HE SEES... HE SEES!

OH, GEE!

IS THIS THE P-PRICE I HAVE TO P-PAY...

...FOR BEING G-GOOD?!

NO!

NOOOOOOOO

NO ONE CAN STAND IN HIS WAY.

SPOK

NOTHING CAN RESIST HIS RAGE.

SKRAK

RIPPING OFF YOUR ARMS WASN'T ENOUGH, OCTOPUS!

I SHOULD HAVE THROWN THEM AWAY LIKE THE GARBAGE THEY ARE!

YAARGHH!

...SPIDER-MAN TURNS HIS ATTENTION TO THE BLACK CAT.

SHE'S BEEN SHOT AND STABBED!

HARDLY ANY HEARTBEAT! PUPILS DILATING! BLOOD ALL OVER THE PLACE!

I'VE GOT TO GET HER OUT OF HERE AND TO A HOSPITAL--

--FAST!

THAT THREAT TAKEN CARE OF...

SPIDER-MAN'S UNCANNY SPIDER-SENSE LEADS HIM UNERRINGLY THROUGH THE LABYRINTHINE AERIE DESIGNED BY THE DEFEATED OWL.

THEN, HIS SPIDER-STRENGTH PROPELS THEM THROUGH THE AERIE'S HUGE PLATE GLASS EYES...

AFFIXING HIS AMAZING WEBBING TO A JUTTING PROMINENCE ON THE JERSEY PALISADES, SPIDER-MAN SWINGS INTO THE NIGHT!

THE BIGGEST AND BEST HOSPITALS ARE ALL ACROSS THE RIVER!

IT'S HER ONLY HOPE OF STAYING ALIVE!

I'VE GOT TO GET THE CAT TO ONE OF THEM!

COLUMBIA PRESBYTERIAN HOSPITAL...

EMERGENCY

EMER

FOR THE DOCTORS AND NURSES WHO STAFF THE EMERGENCY WARD, THIS NIGHT SHIFT HAS BEEN NO LESS INSANE THAN ANY OTHER...

THEY LOOK FORWARD TO THE NORMALCY THEY PRAY THE DAY WILL BRING.

BUT SUDDENLY...

THWAM

HELP HER!

FOR GOD'S SAKE, HELP HER!!!

INSTANTLY, THE HOSPITAL'S TRAUMA TEAM GALVANIZES INTO ACTION...

GET PLASMA UP HERE, FAST.

HOW LONG HAS SHE BEEN LIKE THIS?

FIVE MINUTES--TEN! I GOT HERE AS SOON AS I COULD!

GET HER ON THE TABLE!

NO! I-I'M NOT LETTING HER GO!

LISTEN TO ME--YOU'RE IN SHOCK--BUT THIS GIRL MUST BE OPERATED ON IMMEDIATELY!

LET US DO OUR JOB, OR YOU'LL KILL HER!

I--! I'M SORRY...

HERE. SAVE HER. PLEASE, DEAR GOD, SAVE HER.

HER BLACK CAT COSTUME IS IMMEDIATELY STRIPPED FROM FELICIA HARDY.

TYPE O-NEGATIVE BLOOD--THE STANDARD VARIETY USED IN TRAUMA CASES WHEN THERE'S NO TIME TO TEST FOR BLOOD TYPE...

...IS INJECTED INTRA-VENOUSLY.

A RESPIRATOR BAG WITH A LONG, CURVED TUBE IS INSERTED THROUGH FELICIA'S MOUTH TO HER TRACHEA...

...FLOODING HER COLLAPSED LUNGS WITH AIR.

HURRY! WE'VE GOT TO GET HER INTO SURGERY!

THEN, MOMENTS LATER, WITHOUT WAITING TO DON SCRUB-SUITS THE TRAMA TEAM GOES TO WORK...

HEART SOUNDS WEAK!

SYSTOLIC BLOOD PRESSURE'S 20 OVER 30-- WAY DOWN!

SHE WAS BREATHING--!

AGONAL RES-PIRATIONS-- NOT BRINGING IN ENOUGH FOR THE LITTLE BIT OF BLOOD LEFT IN HER BODY!

BLOOD ACIDITY IS REACHING TOXIC LEVELS! HER HEART IS STOPPING!

NO HEARTBEAT?! IS SHE...?

SHE'S CLOSE... BUT WE'RE GOING TO BRING HER BACK!

THE SCALPEL CATCHES THE LIGHT IN THE OPERATING ROOM...

...AND SPIDER-MAN DRAWS BACK AS IF PHYSICALLY AFRAID OF ITS STAIN-LESS STEEL SHIMMER.

TH-THEY'RE ...CUTTING FELICIA OPEN!

NO ONE NOTICES AS THE WALL-CRAWLER WITHDRAWS FROM THE CHAMBER.

BUT HE SEES AS SKILLED HANDS SURGICALLY OPEN FELICIA HARDY...

...AND BEGIN TO MASSAGE HER HEART...

FINALLY, THE EXHAUSTED ARACHNID CAN WATCH NO MORE.

THE ENSUING HOURS ARE THE LONGEST HE WILL EVER HAVE TO SUFFER THROUGH.

AND MUCH LATER...

HEY! ARE YOU AWAKE?

I...YES! THE CAT--? IS SHE--?

SHE'S STILL CRITICAL, BUT HER CONDITION'S STABILIZED. IT'LL BE AWHILE BEFORE WE KNOW IF THERE'S BEEN ANY BRAIN DAMAGE DUE TO THE LOSS OF OXYGENATED BLOOD.

LOOK, YOU CAN'T HELP HER NOW. WHY DON'T YOU GO SOMEWHERE TO RELAX? YOU NEED REST!

LOOK OUT THE WINDOW, DEAR. THE SUN IS RISING! YOU'VE BEEN HERE ALL NIGHT!

HUH? OMIGOSH!

FINALS! I ALMOST FORGOT THAT I'M SUPPOSED TO TAKE MY FINAL EXAMS TODAY!

GO ON, SON. DO WHAT YOU MUST. YOU'LL FEEL BETTER.

TAKING THE KINDLY NURSE'S ADVICE, SPIDER-MAN RELEASES AN IMPOSSIBLY SLENDER WEB-LINE...

THWIP

AND IS SOON SWINGING OFF TO FACE THE DAY...

THAT GIRL WOULD SURELY BE DEAD NOW--IF YOU HADN'T GOTTEN HER HERE AS FAST AS YOU DID.

GOD BLESS YOU, SON.

EMPIRE STATE UNIVERSITY...

ESU

IN THE PHYSICS BUILDING, THE FIRST-YEAR GRADUATE STUDENT CLASS IS ABOUT TO TAKE THEIR FINAL EXAMS...

PETER PARKER ISN'T HERE YET! MAYBE HE'S AFRAID TO COME!

FOR DR. MORRIS SLOAN, THIS IS A PERSONAL DISAPPOINTMENT. HE HAS WORKED LONG AND HARD TO DISCIPLINE PETER PARKER'S BRILLIANT, BUT ERRATIC, SCIENTIFIC MIND...

HE IS ON THE VERGE OF GIVING HIS PRIZE PUPIL UP FOR LOST, BUT THEN...

DR. SLOAN, I'M HERE!

DR. SLOAN BREATHES A SIGH OF RELIEF.

BUT HE DOES NOT LET HIS ADMIRATION FOR THIS YOUNG MAN SHOW. AS A SCIENCE, PHYSICS IS ONE-TENTH INSPIRATION... AND NINE-TENTHS DISCIPLINE.

SORRY I'M LATE!

BLESSED WITH THE **FORMER**, PETER PARKER HAS SHOWN AN APPALLING APATHY REGARDING THE **LATTER**.

TAKE YOUR PLACE, MR. PARKER. THE TEST IS ABOUT TO BEGIN.

MULTIPLE CHOICE QUESTIONS, ESSAYS, AND FORMULAE TO WORK OUT.

AM I READY?

ANOTHER IMAGE INTRUDES...

...AND PETER PARKER KNOWS THAT DESPITE ALL HIS INTENSE, PREPARATION, ALL HIS LONELY HOURS IN STUDY, HE WILL BE TAKING THIS TEST UNDER THE SHADOW OF THE INJURED CAT!

HOURS LATER...

FIVE MINUTES TO GO. THOSE WHO HAVE FINISHED MAY TURN IN THEIR PAPERS.

PETER PARKER WRITES ON.

I JUST REALIZED SOMETHING ABOUT THIS PROBLEM IN MOLECULAR BONDING THAT'S HAD ME STUMPED...

...IT WORKS ON THE SAME PRINCIPLE THAT'S BEHIND THE ADHESIVENESS OF SPIDER-MAN'S CHEMICAL WEBBING!

FINISHED-- WITHOUT A SECOND TO SPARE!

TIME, MR. PARKER.

TURNING IN HIS PAPER, PETER NOTICES THAT HE IS THE LAST STUDENT TO LEAVE THE TEST ROOM...

MAN, THAT WAS ONE BEAR OF AN EXAM!

THEY'RE ALL TOUGH, STEVE!

I WONDER HOW PETER PARKER DID?

WHY DON'T YOU ASK HIM, PHIL? HERE COMES THE "SLOPPY SCHOLAR" NOW!

LAY OFF HIM, MARCY, I'M SURE HE HAD A ROUGH TIME...

HEY, PETE! WE WERE GONNA ASK YOU TO SPLIT SOME LUNCH WITH US!

HMMPH! I SEE MR. PARKER TREATS HIS FRIENDS AS OFF-HANDEDLY AS HIS STUDIES!

PETER PARKER RACES PAST HIS FELLOW PUPILS...

...AND HIS RESPECTED PROFESSOR.

I DIDN'T THINK YOU WOULD EVER SHOW UP, MR. PARKER!

HOW DO YOU THINK YOU DID?

I DON'T KNOW RIGHT NOW--

--AND I COULDN'T CARE LESS!

PARKER HAS ONLY ONE CONCERN NOW, AND, HAVING FULFILLED HIS COMMITMENT TO HIS COLLEGE CAREER...

...HE SHOVES ALL OTHER INTERRUPTIONS ASIDE.

I'M COMING, CAT!

PLEASE BE ALIVE!

PLEASE!

WHAT'S THAT BELOW?

AN AMBULANCE MARKED FOR COLUMBIA PRESBYTERIAN!

I HOPE THE DRIVER DOESN'T MIND IF I HITCH A RIDE!

AMBULANCE

23015

RACING THROUGH THE STREETS, THE AMBULANCE QUICKLY REACHES THE HOSPITAL, AND THEN...

I'LL AVOID THE CONVENTIONAL ENTRANCE, AND TAKE AN EXPRESS UPSTAIRS.

UNAWARE OF HIS PRESENCE, THOSE WITHIN THE HOSPITAL GO ABOUT THEIR BUSINESS...

I LAST SAW THE CAT ON THIS FLOOR!

BUT, THEN...

UH-OH, THIS COULD BE TROUBLE!

THAT'S CAPTAIN JEAN DEWOLFF!

WHAT BRINGS YOU HERE, LADY?

SPIDER-MAN!

YOU BRING ME HERE-- YOU AND THE CAT!

WE KNOW ALL ABOUT WHAT YOU TWO DID LAST NIGHT!

ALL--?

YES, ONE OF THE OWL'S HENCHMEN SQUEALED.

HERE.

WHAT'S THAT?

AMNESTY PAPERS FOR FELICIA HARDY. I SAVED A SET AFTER YOU TOSSED THE LAST BATCH INTO THE RIVER!*

*AMAZING SPIDER-MAN #227!

AMNESTY? BUT FELICIA WOULDN'T NEED AMNESTY UNLESS...

SHE PULLED THROUGH! SHE'S GONNA LIVE!

HEY, BE QUIET! THIS IS A "HOSPITAL ZONE", REMEMBER?

BUT, SHARING SPIDER-MAN'S EXUBERANCE, POLICE CAPTAIN JEAN DEWOLF BEGINS TO LAUGH SO HARD...

...SHE CRIES.

321

NURSE!

312

OH, MY! IT'S YOU AGAIN! YOU STARTLED ME!

WHERE CAN I FIND THE CAT?

SHE'S IN THERE... UNDER SEDATION.

CAN I--?

I SUPPOSE IT WILL BE ALL RIGHT--BUT DON'T KEEP HER UP TOO LONG.

THANKS!

CAT--?

ALONE IN THE DARKENED ROOM, SHE LIES LIKE A STRICKEN ANGEL...

CAT--?

FELICIA--?

I-I GUESS HER SEDATIVE REALLY PUT HER OUT.

SH-SHE CAN'T HEAR ME NOW--CAN'T HEAR ME TELL HER HOW LOVELY SHE LOOKS...

CAN'T HEAR ME SAY HOW SORRY I AM THAT I COULDN'T KEEP THIS FROM HAPPENING TO HER!

ALL MY POWER COULDN'T SAVE HER. THE PROPORTIONATE STRENGTH OF A SPIDER MAY BE MINE TO COMMAND--BUT WHEN IT COMES TO HELPING THOSE I LOVE...

...PEOPLE LIKE MY UNCLE BEN, AND FELICIA...

I GUESS I'M USELESS!

I CAN'T DO ANYTHING EXCEPT WEEP.

HOW LONG DOES HE CRY? A MINUTE? AN HOUR?

MINGLED WITH HIS TEARS ARE FORMLESS PRAYERS.

ARE THOSE... TEARS FOR ME... LOVER?

THAT'S SWEET.

CAT--?

FELICIA?! Y-YOU'RE OKAY? YOU'RE GOING TO BE ALL RIGHT?

SURE, I-IT ONLY HURTS... WHEN I... LAUGH... SPIDEY!

SO DON'T TICKLE ME... FOR AWHILE-- OKAY?

WITHOUT EVEN REALIZING WHY, SPIDER-MAN BEGINS TO LAUGH...

...AND CRY...

...AND SHOUT HIS GRATITUDE TO THE SKIES.

THANK YOU! *THANK YOU!*

MEANWHILE, ELSEWHERE...

DOLT! GET THAT HYPODERMIC AWAY FROM ME!

I MUST INSIST, DOCTOR! REATTACHING YOUR MECHANICAL LIMBS WOULD BE SO MUCH LESS PAINFUL IF YOU'D ONLY LET US...

NO! I DON'T WANT TO BE SEDATED! I WANT TO FEEL THE PAIN!

I WANT TO KNOW HOW THAT ACCURSED SPIDER-MAN--

--AND HIS BELOVED BLACK CAT ARE GOING TO FEEL--

--WHEN DOCTOR OTTO OCTAVIUS TEARS THEM...

...LIMB FROM LIMB!

NEXT MONTH: NO MORE MISTER NICE GUY!

MARVEL® COMICS GROUP

60¢ 77 APR 02199

©1982 MARVEL COMICS GROUP

PETER PARKER, THE SPECTACULAR

SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

TM

THE SPECTACULAR SPIDER-MAN IN... RELAPSE TIMES TWO!

STAN LEE PRESENTS

BILL MANTLO, SCRIPTER

AL MILGROM, PENCILS

JIM MOONEY, INKS

JOE ROSEN, LETTERS

BOB SHAREN, COLORS

TOM DEFALCO, EDITOR

JIM SHOOTER, CHIEF

WITHIN THE LITTLE MASQUERADE SHOP, THE DARKNESS IS SO DENSE, THE SILENCE SO PALPABLE, IT SEEMS AS IF NOTHING COULD PENETRATE IT...

KAPOW! POW!

PROPRIETOR

NOTHING, THAT IS, SAVE THE SOUND OF GUNSHOTS!

STILL, NOTHING SEEMS TO STIR, NONE OF THE FIGURES MOVE A MUSCLE.

UNTIL...

THAT WAS GUNFIRE.

COSTUMES

MELVIN POTTER, PROPRIETOR

NEARBY.

BUT THAT'S NONE OF *MY* BUSINESS.

WRONG, MELVIN...

...IT WILL SOON BECOME YOUR BUSINESS.

STOP, OR WE'LL SHOOT!

FREDDY--!

THEY'RE BLUFFIN'!

KEEP RUNNIN'!

I-I CAN'T! I'M NOT IN SHAPE!

BUT I WON'T BE CAUGHT JUST 'CAUSE I'M FAT!

KPOW!

ARRGH!

YOU OVERWEIGHT IDIOT! YOU MIGHT'VE JUST TURNED A CRUMMY ARMED ROBBERY INTO A *FELONY-MURDER!*

THEY'LL *NEVER* STOP CHASIN' US NOW!

BUT I THINK I KNOW A PLACE WHERE WE CAN HIDE!

COSTUMES

YEAH, A REAL GOOD PLACE!

DOOR'S LOCKED!

BUT BREAKIN' AN' ENTERIN'S THE LEAST WE GOTTA WORRY ABOUT TONIGHT!

WE'RE IN!

AN' THE COPS ARE OUT!

MIRACULOUSLY, THE PURSUING POLICE FAIL TO NOTICE THE SHATTERED DOOR PANE, AS THEY RACE PAST...

WE'RE SAFE! =WHEW!=

WHAT'S GOING ON OUT HERE?

H-HUH?!

GEEZ! I THOUGHT THAT BIG GUY WAS JUST ANOTHER WAX DUMMY!

MY NAME'S POTTER. I OWN THIS SHOP. *GET OUT!* I'M CLOSED.

POTTER? *THE* MELVIN POTTER?!

THAT'S RIGHT, SAMMY. THAT'S WHY I BROUGHT US HERE.

WE'RE ON THE LAM, POTTER. YOU'RE GONNA HIDE US!

NO WAY. I'VE GOT A RECORD.

AND I'M NOT BLOWIN' PAROLE BY GETTIN' INVOLVED WITH YOU CHEAP HOODS.

POTTER--

--I *SAID* YOU WERE GONNA HIDE US!

KPOW!

MY ARM--!

OUTSIDE...

GUN-SHOT!

BACK THE WAY WE CAME!

LET'S GO!

THAT SHOT'LL ALERT THE COPS, MELVIN. YOU'RE ALREADY IMPLICATED JUST BY US BEIN' HERE.

YOU GOTTA DO *MORE* THAN JUST HIDE US NOW.

YOU GOTTA HELP US!

NOT... THAT!

ELSEWHERE, AT THAT EXACT MOMENT, **DOCTOR OTTO OCTAVIUS** MAKES HIS SELF-APPOINTED ROUNDS.

HIS DESTINATION: COLUMBIA PRESBY-TERIAN HOSPITAL...

...WHERE A CERTAIN **FELICIA HARDY** RECUPERATES FROM SOME VERY SEVERE WOUNDS--

--UNDER THE PROTECTION OF A VERY SPECIAL, BUT SOMEWHAT EXHAUSTED, BODYGUARD!

SUDDENLY...

=MMNNN= ...N-NO!

KEEP AWAY...OCTOPUS! Y-YOU CAN'T HAVE... THE CAT! I WON'T LET YOU TAKE HER!

MEANWHILE...

I'M COMING, WALL-CRAWLER!

I'LL SOON BE THE DEATH OF YOU AND YOUR BELOVED *BLACK CAT!*

*ALERTING HIM TO HIS PRESENT DANGER, HIS **SPIDER-SENSE** CONTINUES TO TINGLE--*

--BUT SPIDER-MAN CONTINUES DREAMING...

I'LL... FIGHT YOU ...OCTOPUS!

I'LL FIGHT YOU!

YES, WALL-CRAWLER! YOU WILL FIGHT ME!

AND YOU WILL LOSE!

SKRAASH!

H-HUH?

IT WASN'T A DREAM! *OCTOPUS IS HERE!*

STOP YOUR STRUGGLING, ARACHNID. I HAVE MADE YOU A PRISONER OF YOUR OWN WEBBING!

PAY ATTENTION AS I TELL YOU HOW YOU AND YOUR BELOVED BLACK CAT WILL SUFFER FOR ALL THE *AGONY* YOU'VE CAUSED ME.

NEVER MIND, DOC! I SEE THAT YOU'VE REATTACHED YOUR MECHANICAL ARMS

I THOUGHT YOU WOULD HAVE LEARNED YOUR LESSON--

--AFTER THE WAY I TORE THEM OFF YOU THE LAST TIME WE MET!*

DON'T FLATTER YOURSELF! THE LAST TIME WE FOUGHT I WAS EXHAUSTED FROM TOO LITTLE SLEEP--AND ENCUMBERED BY THE INTERFERENCE OF *THE OWL!*

*SEE *SPECTACULAR SPIDER-MAN #75!*

I AM RESTED NOW--AT THE PEAK OF MY POWER--AND I MEAN TO REVENGE MYSELF ON THOSE WHO BROUGHT ABOUT MY DEFEAT.

GIVE ME A BREAK! DON'T YOU EVER GIVE UP?!

IN CASE YOU'VE FORGOTTEN, I HAVE THE PROPORTIONATE STRENGTH OF A SPIDER--AND I ALWAYS END UP PUTTING YOU AWAY!

NOT THIS TIME, SPIDER-MAN! I WILL HAVE MY VENGEANCE UPON YOU AND YOU WILL DIE--

--BUT *NOT* TONIGHT! THIS IS MERELY A SOCIAL CALL, A WARNING OF THINGS TO COME!

HUH? I DON'T GET IT!

OH, BUT YOU *WILL* GET IT, SPIDER-MAN!

AS WILL THE *BLACK CAT...*

...TOMORROW NIGHT!

TOMORROW NIGHT?

YES! I WANT YOU BOTH TO KNOW A NIGHT OF *FEAR!*

OF HELPLESS ANTICIPATION!

I WILL RETURN TO DESTROY YOU IN 24 HOURS--

--AND THERE WILL BE *NOTHING* YOU CAN DO ABOUT IT!

NOTHING EXCEPT BEAT THE STUFFINGS OUT OF YOU--AND SHIP YOU BACK TO PRISON--LIKE I'VE DONE EVERY OTHER TIME WE'VE FOUGHT!

NO, SPIDER-MAN, YOUR DAYS OF EASY VICTORIES, AND FORTUITOUS TRIUMPHS, ARE OVER!

H-HOLY SMOKES! HE USED HIS ARMS TO BLOCK MY WEBBING!

SWOK!

YOU WILL NEVER PREVAIL OVER MY POWER AGAIN!

NEVER!

WOW! OCK REALLY HIT ME HARD! HARD ENOUGH TO... KILL!

HE'S SOMEHOW INCREASED HIS STRENGTH! HE'S STRONGER THAN EVER BEFORE!

THAT IS BUT A SAMPLE OF WHAT'S IN STORE FOR YOU, SPIDER-MAN!

AND THIS IS AN EXAMPLE OF WHAT'S IN STORE FOR THE *BLACK CAT!*

RRIIPPP

THE CAT'S *LIFE SUPPORT* SYSTEM!

OCTOPUS, YOU'LL KILL HER!

THAT'S THE POINT, ISN'T IT? AU REVOIR, ARACHNID-- AND THANK YOU FOR THIS EVENING'S ENCHANTING ENTERTAIN-MENT.

WHEN NEXT WE MEET, WE BATTLE --TO THE DEATH!

REEEEEEEEEE

CAN'T GO AFTER HIM-- NOT WITH FELICIA IN DANGER

DOCTOR! I NEED A DOCTOR!

WITHIN MOMENTS, A MEDICAL TEAM RACES IN, FOREWARNED BY THE LIFE SUPPORT SYSTEM'S ALARM THAT THEIR PATIENT IS IN DANGER...

WH-WHAT HAPPENED HERE?

DOCTOR OCTOPUS!

WE'LL TAKE IT FROM HERE, WALL-CRAWLER!

FOR THE SECOND TIME IN SO MANY DAYS SPIDER-MAN GIVES CARE OF THE CAT OVER TO OTHERS...

IN DOING SO, HE KNOWS A SENSE OF HELPLESSNESS SIMILAR TO THAT WHICH HE FELT YEARS AGO--WHEN HE FAILED TO SAVE HIS BELOVED UNCLE BEN...

SPIDER-MAN!

CAPTAIN DEWOLFF!

JEAN! WE'RE OLD FRIENDS, RIGHT? SO LET ME TALK TO YOU AS A FRIEND.

WE'VE GOT TO MOVE THE CAT TO A MORE SECURE HOSPITAL NOW THAT WE KNOW OCTOPUS IS AFTER HER.

NO! WE CAN'T MOVE THE CAT! HER CONDITION'S TOO UNSTABLE! WE COULD END UP KILLING HER OURSELVES!

BESIDES, THERE'S NOWHERE WE CAN HIDE HER FROM OTTO OCTAVIUS!

WHAT DO WE DO THEN?

OCTOPUS SAID HE'LL BE BACK TOMORROW. YOUR PEOPLE CAN GUARD THE CAT TONIGHT.

AND YOU?

ME, CAPTAIN?

I'LL BE GETTING READY FOR THE BIGGEST BATTLE OF MY LIFE!

A SLENDER STRAND OF WEBBING CARRIES THE SPECTACULAR SPIDER-MAN THROUGH THE NIGHT.

BELOW HIM, EIGHT MILLION STORIES ARE BEING ENACTED BY EIGHT MILLION BEINGS.

BUT THOSE TALES ARE AS INSIGNIFICANT TO HIM NOW AS ARE HIS PHOTO WORK, HIS GRADUATE STUDIES, AND HIS CAREER . . .

NOTHING MATTERS SAVE THE FATE OF A WOUNDED WOMAN THE AMAZING ARACHNID THINKS HE LOVES--FELICIA HARDY, THE BEAUTIFUL BLACK CAT.

BUT LIFE HAS A WAY OF INTRUDING UPON ONE'S ISOLATION.

COSTUMES

NYC POLICE

WONDER WHAT'S UP?

WE KNOW YOU'RE IN THERE!

NYC PD 112435

COME OUT--OR WE'LL USE TEAR GAS!

NO ANSWER...

AND SO...

PYOOM

BUT THEN...

GET READY! HERE THEY COME!

YES, HERE THEY COME...

ALL RIGHT, MELVIN! =KOFF= YOU'RE ON!

STRUT YOUR STUFF! GET US =KOFF= PAST 'EM!

YEAH! =KOFF= SHOW WHY YOU'RE CALLED... THE GLADIATOR!

MELVIN POTTER HAD SWORN NEVER TO DON THE GLADIATOR'S ARMOR AGAIN

QUIT STALLIN', MELVIN!

YEAH! STOP =KOFF= PRETENDIN' YOUR HEART AIN'T IN THIS!

HE HAD PROMISED HIMSELF, HIS ATTORNEY, AND SOCIETY THAT HE HAD GONE STRAIGHT-- THAT THE GLADIATOR WAS DEAD.

SCHWIZZZ

THESE FELONS RESURRECTED HIM.

IS THIS, THEN, HIS DESTINY?

HOTEL

RAMADA

SCHLUNK

THE HUGE SIGN CRASHES TO THE STREET...

...BLOCKING THE HAIL OF BULLETS HURLED BY BOTH SIDES.

I REALLY OUGHTA KEEP OUT OF THIS ONE! THE GLADIATOR USUALLY SEEMS TO FIGHT *DAREDEVIL* --AND I ALREADY HAVE ENOUGH PROBLEMS OF MY OWN!

THWIP!

AH, WHO AM I KIDDING?!

THE GLADIATOR STEPS BACK FROM THE GUNFIRE...

HIS PREVIOUSLY WOUNDED ARM BEGINS TO THROB...

BUT THEN...

ARRGH!

SWOK

WHAT'RE *YOU* CRYING "ARRGH!" ABOUT? I'M THE ONE WHO ALMOST BROKE HIS KNUCKLES ON THAT STUPID STEEL-PLATED FACE MASK OF YOURS!

=SHEESH= EVEN SPIDER-STRENGTH HAS ITS LIMITS!

I--I DON'T BELIEVE IT! SPIDER-MAN DROPPED MELVIN WITH ONE PUNCH!

STOP GAWKING --AND DRILL HIM!

DRILL ME? WHAT IS THIS-- A *DENTAL CONVENTION*?

I SEE ONE CAVITY THAT NEEDS FILLING!

YOU BOYS ARE SOON GOING TO BE IN DESPERATE NEED OF ANESTHESIA--

--'CAUSE I'M ABOUT TO GIVE YOU A COLLECTIVE *TOOTHACHE!*

THE BLOOD POURS FROM THE BULLET-HOLE IN HIS ARM --

--STAINING MELVIN POTTER'S COSTUME!

THE PAIN CLOUDS HIS MIND --

--COLORING HIS PERCEPTIONS!

LOOKS LIKE THE GLADIATOR'S IN THE CLEAR! THESE JERKS CLAIM THEY FORCED HIM TO HELP THEM!

NO WONDER HE DIDN'T TRY TO HURT ANYONE!

BUT, MELVIN POTTER'S VINDICATION HAS COME TOO LATE! HIS FANTASIES HAVE SURFACED AGAIN--THE FANTASIES HE'D FOUGHT SO LONG TO SUBMERGE!

I-- I AM A WARRIOR OF THE ROMAN EMPIRE!

M-MUST KEEP FIGHTING! C-CAN'T DISGRACE MY EMPEROR!

HE IS NO LONGER MELVIN POTTER! HE IS ONLY THE GLADIATOR!

HE EXISTS ONLY TO DO BATTLE... UNTO DEATH!

DANGER --BEHIND ME!

MY SPIDER-SENSE WARNED ME IN PLENTY OF TIME TO LEAP TO SAFETY-- BUT I CAN'T LEAVE THESE COPS BEHIND!

GET DOWN! HURRY!

THE GLADIATOR AT-TACKED ME--BUT WHY?

WHAT'S WRONG WITH YOU, MAN?

WE KNOW YOU'RE INNOCENT! WHY'D YOU DO IT?

WHAT ARE YOU TRYING TO PROVE? THERE'S NO REASON TO FIGHT ANYMORE!

WHAT THE--?!

Y'KNOW SOMETHING, GUY, I REALLY DON'T THINK WE'RE COMMUNICATING ON THE SAME WAVELENGTH!

THERE'S ABSOLUTELY NO REASON FOR US TO CONTINUE THIS FIGHT! NONE! ZIP-O! UNDERSTAND?

SLASH!

WHAT GIVES, YOU BIG DOPE? DO YOU WANT TO GO BACK TO JAIL? THE COPS WILL HAVE TO TAKE YOU IN IF YOU KEEP ACTING LIKE THIS!

YOU HAVE SHAMED ME BEFORE MY EMPEROR!

YOUR BONES WILL BLEACH IN THE ARENA FOR THAT INDIGNITY!

SKKRAKK

EMPEROR? ARENA?

WHAT IS THIS-- *BEN HUR II*?!

DON'T WALK

HEY, I JUST REMEMBERED READING ABOUT THE GLADIATOR! HIS LAWYER, MATT MURDOCK, CLAIMED THAT POTTER USED TO SUFFER FROM DELUSIONS-- *

--THAT HE REALLY THOUGHT HE WAS A WARRI-OR LIVING IN ANCIENT ROME!

I WONDER IF THOSE CROOKS SET HIM OFF ALL OVER AGAIN?

110th ST.

BROADWAY

DON'T WALK

*SEE DAREDEVIL #166, 173, 174 & 186!

LISTEN TO ME, MELVIN!

YOU'RE ONLY MAKING THINGS WORSE!

YOU'RE NOT IMPLICATED IN ANY CRIME YET --BUT YOU MAY BE IF YOU KEEP THIS UP!

DON'T LET THESE CLOWNS MAKE A FOOL OF YOU! YOU'VE DONE NOTHING WRONG!

THROUGH THE POUND-ING IN HIS EARS...

...THE GLADIATOR HEARS.

HE HEARS... AND HE UNDERSTANDS WHAT'S BEEN DONE TO HIM.

UH, MELVIN--?

THEY USED ME! TRIED TO HURT ME!

OH, MY GOSH! I DON'T LIKE THE LOOK IN POTTER'S EYES!

H-HE'S TURN-ING ON US!

STAY BACK, GLADIATOR! THESE MEN ARE IN POLICE CUSTODY!

DON'T DO IT, MELVIN!

THEY HURT ME!

THEY MUST PAY!

SHRAKK

THWIP!

FORGET THEM, MELVIN! LET THE COPS HAVE THEM!

THE COURTS WILL MAKE 'EM PAY

OH, NO! I'M NOT ANCHORED! HE'S JUST DRAGGING ME ALONG LIKE I WAS JUST SO MUCH GARBAGE!

USING HIS AMAZING SPIDER-LIKE ABILITY TO ADHERE TO ANY SURFACE, THE WEB-SPINNER CLINGS TO THE STREET-- AND INSTANTLY STOPS THE GLADIATOR'S FORWARD PROGRESS...

DON'T THROW YOUR LIFE AWAY!

BUT THEN...

NO! THEY HURT ME! THEY USED ME! THEY MADE ME REMEMBER EVERYTHING I'VE WORKED SO HARD TO FORGET!

UH-OH! HIS WRIST-BLADES MANAGED TO SLICE RIGHT THROUGH MY WEBBING!

THEY MUST BE TAUGHT A *LESSON!*

STAY BACK, POTTER! WE DON'T WANT TO HURT YOU!

WHAT ABOUT US? YOU'RE *COPS!* YOU CAN'T LET 'IM HAVE US!

WHY NOT? YOU CRUDS *SHOT* A COP EARLIER THIS EVENING!

SO WHAT! YA CAN'T GIVE US TO THE GLADIATOR! THAT WOULD BE MURDER!

DON'T WORRY! WE'LL PROTECT YOU--EVEN THOUGH YOU TURN MY STOMACHS!

ENOUGH! NO ONE CAN STOP ME! NOTHING CAN STAND IN MY WAY!

I KNOW WHAT MUST BE DONE!

MELVIN...

NO!

ZWWWINNG

SCHUNNG

NO, NOTHING CAN STOP ME--

--FROM ENDING MY LIFE AS *THE GLADIATOR!*

I'LL THANK YOU, OFFICER, FOR GETTING THESE SCUM OUT OF MY SIGHT.

THAT THE POLICE DO.

AND...

SPIDER-MAN, I OWE YOU A GREAT DEBT OF GRATITUDE. I--I DON'T KNOW WHAT WOULD HAVE HAPPENED IF YOU HAD NOT INTERFERED!

I OWE YOU! HOW CAN I EVER REPAY YOU?

UH, YOU RUN A *COSTUME SHOP*, RIGHT? HOW ARE YOU AT REPAIRING SPIDER-SUITS?

NO ONE WIELDS A WICKEDER NEEDLE!

Y'KNOW, GLADIATOR OLD PAL, THIS COULD BE THE START OF A BEAUTIFUL FRIENDSHIP!

AND SO, THE NIGHT PASSES...

TOMORROW: *THE LONG GOODBYE!*

60¢ | 78 MAY 02199

© 1983 MARVEL COMICS GROUP

TM

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER, THE SPECTACULAR SPIDER-MAN®

MILGROM

THE LONG GOODBYE!

STAN LEE PRESENTS:

PETER PARKER, THE SPECTACULAR SPIDER-MAN

COLUMBIA-PRESBYTERIAN HOSPITAL HAS STRICT RULES REGARDING VISITORS...

IT USUALLY REQUIRES THEM TO ENTER VIA THE FRONT DOOR...BUT THERE ARE SOME NOTABLE EXCEPTIONS!

I WAS LUCKY TO FIND A FLORIST OPEN THIS EARLY IN THE DAY--

--AND LUCKIER STILL, THAT HE ACCEPTED AN I.O.U.!

MAYBE I SHOULD HAVE DESIGNED A SPIDER-COSTUME WITH A SPARE-CHANGE POCKET!

HALF THE FORCE MUST BE ON DUTY HERE!

DO YOU REALLY THINK ANYONE WOULD BE NUTS ENOUGH TO TRY AND GET PAST US?

NAH!

LOOKS LIKE CAPTAIN DEWOLFF REALLY CAME THROUGH! SHE PROMISED TO PROTECT THE *BLACK CAT*--AND SHE'S KEEPING HER WORD!

I SHOULD PROBABLY TELL NEW YORK'S FINEST THAT I'M HERE--

327

--BUT I'M HAVING TOO MUCH FUN SNEAKING PAST 'EM!

WAKE UP, FELICIA! I'VE COME TO SAY IT WITH FLOWERS!

THE LONG GOODBYE!

AT THE SOUND OF THE WEB-SLINGER'S WHISPERED WORDS, CHAOS BURSTS LOOSE IN THE BLACK CAT'S ROOM!

HI, EVERYBODY! IT'S THAT LI'L OL' ARACHNID... *ME!*

SOME SECURITY SYSTEM YOU'VE SET UP HERE, CAP!

SPIDER-MAN!!

H-HOW'D HE SNEAK IN HERE!?!

BILL MANTLO
SCRIPT

AL MILGROM
LAYOUTS

JIM MOONEY
FINISHED ART

JOE ROSEN, LETTERS

BOB SHAREN, COLORS

TOM DEFALCO, EDITOR

JIM SHOOTER, EDITOR-IN-CHIEF

YOU...YOU CHOWDERHEADS! I HANDPICKED YOU FOR THIS ASSIGNMENT BECAUSE I THOUGHT YOU UNDERSTOOD THAT WE'RE GUARDING THE ***BLACK CAT*** AGAINST A ***SUPER***-VILLAIN--SOMEBODY SEVERAL HUNDRED CUTS ABOVE YOUR USUAL SECOND-STORY MAN!

AW, GO EASY ON 'EM, CAPTAIN DEWOLFF! I CAN CRAWL AWFULLY QUIET WHEN I WANT TO!

DON'T TELL ME MY BUSINESS, WEB-SLINGER! THEIR CARELESS-NESS COULD COST THE BLACK CAT HER LIFE!

TOUCHÉ!

ALL RIGHT! I WANT MY BOYS TO BE READY IN CASE ***DOCTOR OCTOPUS*** PUTS IN AN APPEARANCE!

SPEAKING OF OCTOPUS...

LET'S ***NOT***, CAP--NOT IN FRONT OF THE CAT... NOT IN HER CONDITION.

SHE DOESN'T KNOW?

NO, SHE'S STILL TOO WEAK. IF SHE THOUGHT OCTOPUS WAS STILL OUT TO GET HER...

ALL RIGHT, WALL-CRAWLER--WE'LL PLAY IT YOUR WAY... FOR NOW. I JUST HOPE THE SHOCK ISN'T TOO GREAT FOR HER WHEN OCTOPUS DOES COME BACK.

AND WE BOTH KNOW THAT HE WILL!

YEAH...OCTOPUS *WILL* BE BACK! THAT'S THE ONE THING I'M CERTAIN OF IN MY OTHERWISE CRAZY LIFE!

THAT AND THE FACT THAT I MAY BE IN LOVE WITH THIS LADY!

MORNING, FELICIA! HOW'S TRICKS?

I'M BETTER, LOVER...BUT SO TIRED.

I JUST HAD THE MOST WONDERFUL DREAM!

TELL ME ABOUT IT!

"I WAS IN MY BLACK CAT COSTUME, WALKING DOWN A LONG, DARK TUNNEL.

"I WAS SCARED, HURT REAL BAD, BUT THE PAIN SEEMED TO PASS--

"--AS A VOICE I KNEW STARTED CALLING ME...

FELICIA!

WHO--?

DADDY!

"I HAD LOVED MY DADDY. I HAD IDOLIZED AND WORSHIPPED HIM MORE THAN ANYONE IN THE WORLD--EXCEPT MAYBE YOU, LOVER! HE WAS A MASTER CAT BURGLAR, AND I BECAME THE ***BLACK CAT*** TO EMULATE HIM!

"THEN, HE ***DIED***...

D-DADDY, DOES MY BEING HERE WITH YOU... MEAN THAT I'M DEAD, TOO?

NO, DAUGHTER. IT'S NOT YOUR TIME YET. YOU'RE GETTING ANOTHER CHANCE AT LIFE!

DON'T MAKE THE SAME MISTAKES AGAIN!

GOOD-BYE, FELICIA... AND GOOD LUCKKK!!

NO, DADDY! I WANT TO STAY WITH YOU! PLEASE DON'T SEND ME BACK! ***PLEASE!***

"BUT I WAS SWEPT AWAY FROM HIM, BACK DOWN INTO DARKNESS, BACK DOWN TO THE PAIN...

"...AND, HOVERING OUTSIDE MY BODY AS IT LAY HEALING IN THE HOSPITAL, I SAW YOU WAGING YOUR DESPERATE BATTLE TO KEEP DR. OCTOPUS FROM HURTING ME AGAIN!" *

*LAST ISSUE!

AND I REALIZED DADDY WAS RIGHT! I HAD TO COME BACK--

--TO WHERE SOMEONE LOVED ME ENOUGH TO RISK HIS LIFE FOR ME!

I HAD TO COME BACK TO YOU, LOVER!

OH, CAT! DON'T EVER EVEN THINK OF LEAVING ME!

I WON'T, LOVER--AND I'M GOING TO TAKE DADDY'S ADVICE... I'M GOING TO GO STRAIGHT! NO MORE CAT BURGLARIES-- NO MORE CRIME!

I'M GOING TO START LIVING SOLELY FOR THE MAN I LOVE!

THERE ARE OTHERS WHO LOVE YOU, FELICIA--WHO ARE OVERJOYED TO HEAR OF THIS CHANGE IN YOU!

MOM!

I'VE BEEN HERE EVERY DAY SINCE YOU WERE HURT, DAUGHTER--CRYING, PRAYING, HOPING YOU'D BE ALL RIGHT--

--AND THAT YOU'D RENOUNCE YOUR FATHER'S CRIMINAL PATH!

I WILL, MOM-- I PROMISE!

MOMENTS LATER, IN THE OUTSIDE CORRIDORS...

DOCTOR OCTOPUS SAID HE'D BE BACK TONIGHT... AND HE'S A MAN WHO KEEPS HIS APPOINTMENTS!

YOUR JOB IS TO GUARD FELICIA UNTIL I RETURN! I'VE GOT THINGS TO DO!

HEY, CAP'N-- WHO IS ***HE*** TO BE GIVING ***US*** ORDERS?!

HE'S *NEW YORK'S FINEST!*

THE MILES ARE MEASURED IN WEB-LENGTHS, THE MINUTES ARE MARKED BY MEMORIES...

I'M EXHAUSTED! IN THE PAST FEW DAYS I'VE FOUGHT SOME OF MY DEADLIEST FOES--

DAILY BU

AND ADDED A FEW NEW ONES LIKE THE HOBGOBLIN!

I'VE ALSO TAKEN MY FINALS AND SPENT EVERY SPARE MINUTE BY FELICIA'S BEDSIDE!

WHICH MEANS MY BANK ACCOUNT MUST BE SCRAPING BOTTOM! I'VE GOTTA COME UP WITH SOME DOUGH--

--AND WHAT BETTER WAY THAN TO APPEAL TO THE GENEROSITY OF EVERYBODY'S FAVORITE NEWSPAPER PUBLISHER ...*J. JONAH JAMESON?!*

COME ON IN, PETE. YOU SAID YOU HAD SOME PHOTOS--?

SURE DO, ROBBIE! SENSATIONAL STUFF! SPIDER-MAN IN ACTION AGAINST DOCTOR OCTOPUS, THE OWL, THE GLADIATOR, AND VERMIN!

THEY'RE SOME OF THE BEST PICS I'VE EVER TAKEN! I ALMOST *DIED* GETTING SOME OF THEM...

...AND I WANT TOP- DOLLAR-- CASH--OR I'LL GO ELSEWHERE!

WHY, YOU YOUNG SQUIRT--!

THIS NEWSPAPER MADE YOUR REPUTATION, PARKER! YOU NEED THE *DAILY BUGLE!* WE DON'T NEED YOU!

NO? YOU'VE GOT SOMEBODY WHO TAKES BETTER PICTURES OF *SPIDER-MAN* HIDDEN SOMEWHERE? WHO? *LANCE BANNON?*

BUT MAYBE YOU'RE RIGHT! MAYBE YOU DON'T NEED THESE SHOTS!

SO MAYBE I'LL JUST EXPOSE MY FILM TO THE LIGHT AND SEE WHAT DEVELOPS!

NO! YOU'LL RUIN EVERY SHOT!

ROBERTSON, IT'S HIGHWAY ROBBERY, BUT PAY THE MAN!

BLACKMAIL! EXTORTION! DURESS! COERCION!

THAT'S THE THANKS I GET AFTER ALL I'VE DONE FOR THE BOY!

CY, GET READY TO REMAKE PAGE ONE.

YOU CAN PICK UP YOUR FEE AT THE FRONT DESK, PETER.

DO YOU MIND IF I ASK WHY THE SUDDEN HARD-SELL WITH JONAH?

ROBBIE, MY PICTURES HAVE BEEN HELPING TO SELL THE OLD SKINFLINT'S PAPERS FOR YEARS -- AND YET I ALWAYS HAVE TO HEAR HOW LUCKY I AM TO GET PAID!

LUCK'S GOT NOTHING TO DO WITH IT! MY PHOTOS ARE GOOD, AND I KNOW IT!

IT'S ABOUT TIME JAMESON STARTED ACKNOWLEDGING THAT FACT!

WITH THAT, THE PROUD YOUNG PHOTOJOURNALIST STALKS OUT...

...AND, IN HIS WAKE, AMY POWELL ENTERS ROBBIE ROBERTSON'S OFFICE.

MR. ROBERTSON, I'M LOOKING FOR PETER PARKER...

THE *NEW* PETER PARKER JUST LEFT, MS. POWELL!

THE "NEW"--?

DON'T ASK ME! I JUST WORK HERE!

LATER, AT A NEARBY BANK...

PLEASE DEPOSIT THIS IN MY CHECKING ACCOUNT!

AUNT MAY WILL GET HALF!

May Parker $880 and on

I'LL ENJOY THE REST!

TAXI!

TAXI

SOON, AT EMPIRE STATE UNIVERSITY...

WHAT LUXURY--TAKING A CAB ALL THE WAY TO SCHOOL! AND WHY SHOULDN'T I? I'M AN ACE PHOTOGRAPHER! IT'S ABOUT TIME I STARTED GETTING PAID LIKE ONE!

JAMESON HAS ALWAYS TAKEN ADVANTAGE OF ME BECAUSE HE KNEW I NEEDED THE MONEY! MAYBE IT'S TIME SOME CHANGES WERE MADE!

ESU

HL

HI, PETE!

HEY, MY MAN!

PHIL, STEVE...

...MARCY! HAVE THE GRADES BEEN POSTED YET?

YOU MEAN, YOU *CARE*??

I'M SURPRISED, MR. PARKER, YOUR ATTITUDE THESE PAST FEW MONTHS HAS SHOWN A MARKED APATHY REGARDING YOUR STUDIES...

...AND YOU HAVE DISPLAYED AN APPALLING LACK OF DISCIPLINE.

DO YOU SERIOUSLY THINK YOU HAVE A CHANCE OF PASSING YOUR EXAMS?

YES, DOCTOR SLOAN, I DO-- BECAUSE I INTEND TO BE A GREAT PHYSICIST SOMEDAY!

BUT, FRANKLY, I DON'T GIVE A SCRATCH FOR GRADES! I'VE HAD IT WITH MEANINGLESS ACADEMIC EXERCISES AND HONORS-- WITH THIS WHOLE GRAD SCHOOL ATMOSPHERE!

THERE'S A REAL WORLD OUTSIDE THE GATES OF THIS CAMPUS--

--AND I WANT TO START LIVING IN IT!

DID I MEAN ALL THAT? COULD I REALLY CHUCK SCHOOL--ALL MY WORK, ALL MY STUDIES, AND THE POSSIBILITY OF A PHYSICS CAREER?

EXAMS

HECK, I THINK I'D CHUCK EVERY-THING FOR FELICIA--THE *BLACK CAT!*

CHEMIST

I'VE EVEN BEEN THINKING OF REVEAL-ING MY *SECRET IDENTITY* TO HER...

...BUT I'VE GOT TO FIRST MAKE SURE THAT WE'RE BOTH SAFE FROM THE MENACE OF *DOCTOR OCTOPUS!*

MEANWHILE, SOMEWHERE IN THE NEW YORK SEWER SYSTEM...

I WILL *KILL* THEM!

I WILL DESTROY THEM BOTH-- MERCILESSLY!

SPIDER-MAN AND HIS BELOVED BLACK CAT HAVE MADE ME SUFFER AS NEVER BEFORE!

THEY BEAT ME-- HUMILIATED ME-- AND EVEN TRIED TO DEPRIVE ME OF MY MECHANICAL ARMS -- BY RIPPING THEM OFF ME!

IT IS THEIR TURN TO SUFFER!

MY ARMS WERE REFORGED-- AND MADE STRONGER-- BEFORE THEY WERE REGRAFTED! THEY --AND I--ARE NOW MORE POWERFUL THAN WE EVER WERE BEFORE!

SPIDER-MAN HAS ALWAYS PROVEN HIMSELF A FORMIDABLE FOE-- UNTIL NOW!

THROOM

WHAT IS THIS I SEE? DERANGED, DEFORMED CREATURES SHAMBLING FORTH FROM THE SHADOWS!

KING?

KING?

KING IS BACK?!

KING? WHY WOULD I, OTTO OCTAVIUS, WANT TO BE A KING TO SLIME SUCH AS YOU?!

SKRAKK

NEVER!

YOU ARE MONSTERS--TWISTED IN BODY AND MIND! CREATURES WHO FEAR THE DAYLIGHT--AND FOREVER HIDE WITHIN THESE DARK CAVERNS!

SPIDER-MAN THINKS THAT I, TOO, AM A MONSTER! HE IS WRONG...

I AM AN UNCELEBRATED GENIUS--THE GREATEST INTELLECT WHO EVER LIVED--AND SPIDER-MAN WILL ACKNOWLEDGE THAT TRUTH--

--WITH HIS DYING BREATH!

MEANWHILE...

IT'S GETTING LATE--

--AND I HAVE A LOT LEFT TO DO, A LOT OF BASES TO TOUCH--BEFORE I KEEP MY APPOINTMENT WITH DOCTOR OCTOPUS!

NO PARKIN

HEY, SHA SHAN! LOOK WHO'S HERE!

THIS IS PERFECT, FLASH!

PETER PARKER! LIZ AND I WERE HOPING WE'D FIND YOU HERE!

HARRY! LIZ! FLASH! SHA SHAN! WOW, WHAT ARE ALL YOU PEOPLE DOING HERE?

WE HEARD ABOUT AN ALUMNI FUND-RAISER--AND CAME BACK TO SEE THE OLD CROWD! WE TRIED TO CALL YOU AND INVITE YOU ALONG--BUT COULDN'T REACH YOU!

WHY DON'T YOU JOIN US FOR LUNCH? WE CAN YAK OVER OLD TIMES!

I SHOULD BE GETTING MYSELF READY FOR BATTLE WITH DOCTOR OCTOPUS--

--BUT THERE'S A GOOD CHANCE I MIGHT NEVER SEE THESE OLD FRIENDS AGAIN!

SURE! LET'S DO IT...FOR *OLD TIME'S SAKE!*

ATTAWAY, PETEY-O!

JUST THEN, MANY MILES TO THE NORTH, A DEPARTMENT OF CORRECTIONS SECURITY VAN APPROACHES THE DANNEMORA STATE PRISON...

POLICE

PASSING INSIDE THE GATES, IT IS RECEIVED BY TWICE THE USUAL NUMBER OF GUARDS, AND A HOST OF REPORTERS...

END OF THE LINE, BOOMERANG!

GET YOUR PICTURES WHILE YOU CAN, BOYS...

WITH THIS PRISON'S SPECIALLY DESIGNED SECURITY SYSTEMS, IT WILL BE MANY YEARS BEFORE THE PUBLIC SEES BOOMERANG AGAIN!

THAT'S WHAT YOU THINK, WARDEN! THERE AIN'T A PRISON STRONG ENOUGH TO HOLD ME!

BOOMERANG SNARLS HIS DEFIANCE--

--BEFORE BEING HAULED AWAY...

BIG WORDS, BOOMERANG-- FOR A BOZO WHO NEVER MADE THE BIG TIME!

LAUGH! GO AHEAD! I'LL REMEMBER EVERYONE WHO EVER LAUGHS AT ME!

YOU GONNA KEEP A DIARY? YOU'LL HAVE A LOT OF TIME!

MEANWHILE...

SOON I'LL BE READY FOR THE GREATEST BATTLE OF MY CAREER!

YES-- VERY SOON!

AND AT DANNEMORA STATE PRISON!

YOU'LL BE SORRY-- ALL OF YOU!

SPIDER-MAN IS GONNA BE THE SORRIEST! HE'S GONNA PAY FOR PUTTING ME IN HERE!

BE QUIET, BOOMERANG! YOU'RE MAKING A FOOL OF YOURSELF.

HUH? WHO ARE YOU TO TALK TO ME LIKE THAT?

LOOK CLOSELY. YOU'LL RECOGNIZE ME.

MOST PEOPLE WHO'VE SPENT ANY TIME ON THE WRONG SIDE OF THE LAW DO.

I'M CALLED THE PUNISHER...

AND YOU WILL DO EXACTLY AS I TELL YOU, IF YOU WANT TO SURVIVE INSIDE THIS PRISON.

ELSEWHERE, AT AN EXOTIC THAI RESTAURANT...

FLASH, THIS WAS A WONDERFUL IDEA!

WE OUGHTTA DO IT MORE OFTEN!

HEY, EVERYBODY-- HOW ABOUT A TOAST?

I'LL PROPOSE ONE, LIZ...

TO FRIENDSHIP WHICH TRANSCENDS TIME-- TO LOVE AND AFFECTION WHICH IS SWEETER THAN WINE--TO LIFE AND THE LIVING... NOTHING'S SO FINE!

SOON!

TAKE IT SLOW, GANG!

WHEN WILL WE SEE YOU AGAIN, PETE?

IT'S LATE.

I'VE GOT TO BE GOING!

HARRY, I... JUST DON'T KNOW.

THAT SOUNDED SO... SO FINAL! I WONDER WHAT'S BOTHERING PETE?

OUTSIDE...

TAXI!

WHERE YA HEADED, BUD?

TAXI

19

"FOREST HILLS... QUEENS!"

DING DONG

PETER! WHAT A PLEASANT SURPRISE! YOU SHOULD HAVE CALLED! I WOULD HAVE MADE YOU A LITTLE SNACK, OR...

MAY PARKER, HAVE I EVER TOLD YOU HOW MUCH I *LOVE* YOU??

OH, PETER--!!

I DROPPED BY TO GIVE YOU THIS CHECK TO HELP OUT WITH EXPENSES! YOUR NEW HALFWAY HOUSE FOR SENIOR CITIZENS COULD USE SOME IMPROVEMENTS!

SO MUCH?

PETER, I HOPE YOU DIDN'T DO ANYTHING DANGEROUS TO EARN IT!

PERISH THE THOUGHT, AUNT MAY! YOU KNOW ME-- I'M NOT THE "DAREDEVIL" TYPE!

HI, PETER! HOW'S THE MAN?

NOT BAD, NATHAN! Y'KNOW SOMETHING, MR. LUBENSKY, YOU'RE A GOOD MAN!

I'M COUNTING ON YOU TO TAKE CARE OF MY AUNT MAY FOR ME! PLEASE DON'T LET ME DOWN!

WHATEVER DOES HE MEAN, NATHAN?

I DON'T KNOW, MAY, BUT THE BOY DOES SEEM... TROUBLED!

BUCKING THE RUSH HOUR MADNESS, PETER PARKER MAKES HIS WAY BACK TO MANHATTAN, AND SOON STANDS AGAIN BEFORE COLUMBIA-PRESBYTERIAN HOSPITAL...

I'VE DONE IT! I'VE SAID GOOD-BYE TO EVERYONE WHO MEANS ANYTHING TO ME... JUST IN CASE I DON'T MAKE IT TONIGHT!

I HAVE TO SEE ONE MORE PERSON!

IN A SHADOWED ALLEYWAY, THE YOUNG MAN DONS A MASK.

THEN, KICKING OFF HIS SHOES, HE LEAPS TO THE HOSPITAL'S EXTERIOR WALL.

AS IF HIS HANDS AND FEET WERE POSSESSED OF THOUSANDS OF TINY SUCTION CUPS, HE CLINGS TO THE WALL--

--CLIMBING LIKE SOME HUMAN SPIDER!

IN HIS WAKE, THE LAST OF HIS STREET-CLOTHES FLUTTERS TO THE GROUND, AND THEN...

SKREET

INSIDE THE HOSPITAL...

EVERYBODY AT YOUR POSITIONS! KEEP ALERT! IT'S NIGHTFALL!

GOOD GOING, CAPTAIN! IT LOOKS LIKE YOUR MEN HAVE THEIR ACT DOWN!

SPIDER-MAN! YOU'RE BACK!

13101 NYCPD

HOW COULD I STAY AWAY?

IT'S NOT EVERY DAY A GUY GETS THE CHANCE TO KEEP A DATE WITH DEATH!

ANY SIGN OF DOCTOR OCTOPUS?

NO, BUT HE'LL BE HERE--YOU CAN BANK ON THAT!

YOUR LADYFRIEND'S BEEN EDGY SINCE YOU LEFT, WALL-CRAWLER. I THINK SHE KNOWS SOMETHING'S UP.

YOU DIDN'T TELL HER ABOUT OCTOPUS?

YOU KNOW ME BETTER THAN THAT!

SECONDS LATER...

LOVER!

WAS IT YOUR IDEA TO SURROUND ME WITH ALL THESE GORGEOUS POLICEMEN?

THE PLEASURE WAS ALL THEIRS, MS. HARDY!

ALL RIGHT, BOYS--OUT! LET'S GIVE THESE TWO SOME PRIVACY!

HOW ARE YOU FEELING, FELICIA?

ABSOLUTELY MISERABLE! YOU'VE BEEN GONE ALL DAY!

I--I HAD SOME THINGS TO DO.

BUT I'M HERE TO STAY.

TO STAY? FOREVER? YOU MEAN YOU'LL NEVER LEAVE ME-- I'LL ALWAYS HAVE YOU NEAR ME WHEN I NEED YOU?

AND I *DO* NEED YOU!

I...LOVE YOU SO MUCH!

I WANT TO SPEND THE REST OF MY LIFE MAKING YOU HAPPY!

LISTEN TO ME, FELICIA-- I DON'T HAVE MUCH TIME TO SAY EVERYTHING I'D LIKE TO...

WHY NOT, LOVER? I THOUGHT WE HAD ALL THE TIME IN THE WORLD!

OR IS THAT WHY THERE ARE SO MANY POLICEMEN HERE?

IT'S DOCTOR OCTOPUS, ISN'T IT?

HE'S COMING BACK!?!

YES...BUT HE WON'T GET NEAR YOU! I WON'T LET HIM HURT YOU AGAIN!

FELICIA, I DON'T WANT THERE TO BE ANY ***SECRETS*** BETWEEN US! IT'S ABOUT TIME YOU LEARNED MY REAL IDENTITY...

GLOVED FINGERS START TO SLIP HIS MASK AWAY...

NO, LOVER! NOT HERE! NOT NOW! WAIT UNTIL IT'S OVER! WAIT UNTIL YOU COME BACK TO ME!

BESIDES, I-- I LIKE MY MEN MYSTERIOUS!

SPIDEY, YOU'RE TREMBLING! WHAT'S WRONG?

IT'S DOCTOR OCTOPUS...

HE'S COMING!

CAPTAIN DEWOLFF!

OCTOPUS IS ALMOST HERE! POST YOUR MEN THROUGHOUT THIS ROOM--

--AND TAKE CARE OF THE CAT!!!

KICKING OPEN THE WINDOWS, THE AMAZING SPIDER-MAN LEAPS OUT INTO THE NIGHT...

THERE IS NO MORE TIME FOR FAREWELLS.

THERE IS ONLY TIME FOR DEATH!

TO BE CONTINUED!

60¢ 79 JUNE 02199

MARVEL® COMICS GROUP

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER, THE SPECTACULAR SPIDER-MAN™

THE FINAL BATTLE!

MILGROM

Stan Lee PRESENTS:

SPIDER-MAN VS. DOCTOR OCTOPUS

THE FINAL BATTLE!

BILL MANTLO — SCRIPT
AL MILGROM — BREAKDOWNS
JIM MOONEY — FINISHED ART
MORELLI — LETTERS
ROUSSOS — COLORS
TOM DeFALCO — EDITOR
JIM SHOOTER — EDITOR-IN-CHIEF

THIS IS IT-- THE MOMENT I KNEW HAD TO COME-- EVER SINCE THE *BLACK CAT* AND I UPSET *DOCTOR OCTOPUS'S* SCHEME TO TRASH NEW YORK CITY!*

HE'S RECOVERED FROM THAT DEFEAT-- AND NOW HE'S OUT FOR OUR BLOOD!

HAVE YOU MADE ALL THOSE PREP-ARATIONS A MAN MUST MAKE WHEN HE KNOWS HE'S GOING TO DIE?

I *DID* TAKE OUT THE GARBAGE AND DO MY LAUNDRY! DOES THAT COUNT?

OH, NO! I'M UP AGAINST MY DEADLIEST FOE, FIGHTING FOR MY LIFE--

--AND I'M OUT OF WEB FLUID!

HAVE YOU BID ADIEU TO YOUR LOVED ONES, WALL-CRAWLER?

HAVE YOU PROVIDED FOR THEIR SECURITY IN YOUR LAST WILL AND TESTAMENT?

* SEE SPECTACULAR SPIDER-MAN #75.

STICKING TO THE SURFACE OF THE WALL LIKE A GREAT HUMAN SPIDER, SPIDER-MAN RACES UP THE SIDE OF COLUMBIA PRESBYTERIAN HOSPITAL!

GOT TO REPLACE MY WEB-FLUID CARTRIDGES!

THRAM

WHEW! THAT WAS CLOSE! HE WOULD HAVE CRUSHED ME IF NOT FOR MY SPIDER-AGILITY!

THERE! I FINALLY RE-LOADED MY WEB-SHOOTERS!

HE'S NOT KIDDING! HE RIPPED MY WEBBING WITHOUT A MOMENT'S PAUSE!

I SHALL DISPEL ANY ILLUSIONS YOU MIGHT HAVE ENTERTAINED ABOUT BEATING ME THIS TIME-- AS EASILY AS I JUST DISPATCHED YOUR WEBBING!

YOU'RE WASTING YOUR TIME, SPIDER-MAN! YOU CAN'T STOP ME!

I'M MORE POWERFUL THAN EVER BEFORE!

AND THEN-- I SHALL DESTROY YOU AND YOUR BELOVED BLACK CAT!

NO! OCTOPUS HAS ALREADY CAUSED THE CAT MORE PAIN THAN ANYONE SHOULD HAVE TO SUFFER!
I CAN'T LET HIM HURT HER AGAIN!
GET THE CAT OUT OF HERE, CAPTAIN DEWOLFF! I CAN'T HOLD OCTOPUS MUCH LONGER!
YOU'VE HELD HIM LONG ENOUGH! WE'RE READY TO MOVE HER!
SHOULDN'T SOME OF US TRY TO HELP THE WALL-CRAWLER?
NO, HANRATTY! WE'D ONLY BE IN HIS WAY! OUR JOB IS TO PROTECT THE CAT!
THE POLICE AMBULANCE IS READY, CAPTAIN DEWOLFF!
THIS PORTABLE MONITORING EQUIPMENT WILL HELP US TO STABILIZE MS. HARDY'S CONDITION.
KEEP HER SEDATED, DOC! SHE'S GROGGY, BUT SHE STILL KNOWS HER BOYFRIEND'S IN TROUBLE!
WH-WHAT'S HAPPENING?! WH-WHERE ARE YOU TAKING ME?!?
SPIDER-MAN NEEDS ME! WHERE IS HE?
YOU'RE IN NO CONDITION TO HELP HIM, MY DEAR!
MOVE IT! GET HER OUT OF HERE! I PROMISED SPIDER-MAN THAT I'D PROTECT THIS LITTLE LADY--AND I MEAN TO KEEP MY WORD--
--NO MATTER WHAT THE COST!
GOOD LORD! IT LOOKS LIKE WE GOT OUT OF THAT ROOM--

"-- WITHOUT A SECOND TO SPARE!"

CAN'T HOLD DR. OCTOPUS ANY LONGER!

SKRASH

YOUR DELAYING TACTICS MAY HAVE GIVEN THE AUTHORITIES THE TIME THEY NEEDED TO SPIRIT THE BLACK CAT AWAY--

--BUT THAT IS A MEANINGLESS SETBACK, SPIDER-MAN!

I WILL FIND HER--

--AND *CRUSH* HER!

SKRASH

THERE'S IS ONLY ONE WAY TO SAVE THE CAT! I'VE GOT TO FUEL DOC OCK'S RAGE--AND KEEP HIM COMING AFTER *ME*!

I'VE GOT TO STALL HIM UNTIL DEWOLFF GETS FELICIA TO SAFETY!

THERE'S ONLY ONE LITTLE PROBLEM WITH MY PLAN!

I DON'T WANT TO DIE EITHER!

CLEAR THE DECKS! THIS HOSPITAL JUST BECAME A BATTLE ZONE!

GET OUT OF MY WAY!!

I AM *DOCTOR OTTO OCTAVIUS*--THE MAN WHO SHALL GO DOWN IN THE ANNALS OF HISTORY AS THE ONE WHO SLEW SPIDER-MAN!

FLUOROSCOPY ROOM

GREAT! I'M JUST TRYING TO STAY ALIVE, AND OCK'S ALREADY PLANNING FOR POSTERITY!

AT LEAST HE'S IGNORING THE HOSPITAL STAFF AND PATIENTS!

HE JUSTS WANTS ME!

EEEEEK!!

'SCUSE ME, MA'AM, IS THIS THE WAY TO SUR-GERY?

YOU'RE TRAPPED, WALL-CRAWLER! YOU'LL NEVER LEAVE THIS ROOM ALIVE!

CAN I GET A SECOND OPINION ON THAT?

I'VE FOUGHT SOME PRETTY HAIRY BATTLES IN MY TIME--

CLICK

--BUT NEVER AS DESPERATE AS THIS! OCTOPUS WANTS ME DEAD!

BUT I'M NOT GOING DOWN WITHOUT A FIGHT!

ALL RIGHT, OCTOPUS, THE GLOVES ARE OFF!

LET'S SEE WHAT YOU'RE REALLY MADE OF!

HMMM! NOT EXACTLY SUGAR AND SPICE OR ANYTHING NICE!

VERY FUNNY! YOUR GRAVESTONE SHALL NOTE THAT YOU DIED LAUGHING.

I CAN THINK OF WORSE WAYS TO GO!

I SHALL TRY TO ARRANGE ONE OF THEM FOR YOU!

DON'T TROUBLE YOURSELF ON MY ACCOUNT!

UH-OH! MORE CIVILIANS! I THOUGHT THEY'D ALL BEEN CLEARED OUT BY NOW!

WHAT ARE YOU PEOPLE WAITING FOR? AN INVITATION TO THE INQUEST?

BEAT IT! GET OUT OF HERE!

THEY MADE IT INTO THE ELEVATOR-- BUT WHAT'S DOC UP TO NOW?

I'M TIRED OF CHASING YOU, SPIDER-MAN!

YOU COME DOWN TO ME AT ONCE--

--OR THE PASSENGERS IN THIS ELEVATOR WILL FALL TO THEIR DEATHS!

OCTOPUS, YOU...YOU WOULDN'T!

OH, BUT I WOULD!

YOU MURDERING LUNATIC!

FWAK

THAT ELEVATOR CAR WEIGHS TWO TONS IF IT'S AN OUNCE--BUT I CAN'T LET THAT STOP ME!

I CAN'T!

AARRGGH

M-MY WEBBING STRETCHED TO ITS LIMIT-- BUT IT HELD, BLESS IT!

IT HELD!

MY ARMS ARE KILLIN'ME--BUT--GOT TO LOWER THE ELEVATOR--TO BOTTOM OF SHAFT!

HAVE TO HURRY!

MADE IT--WITHOUT A MOMENT TO SPARE!

A PITY YOUR EFFORT LEFT YOU WITHOUT THE STRENGTH TO SAVE YOURSELF!

I HAD SENSED HIM BEHIND ME--BUT COULDN'T AVOID HIS ATTACK UNTIL NOW!

DUCKING DOWN THIS SHAFT WON'T HELP YOU, SPIDER-MAN!

I CAN FOLLOW YOU *ANYWHERE!*

MY MUSCLES ARE SCREAMIN' AFTER HOLDIN' UP THAT ELE-VATOR--BUT NO TIME TO TAKE A BREATHER!

I NEED SOME ROOM TO MANEUVER!

LOOK! IT'S SPIDER-MAN AND DOCTOR OCTOPUS!

AMBULA

B-BUT WE'RE *NOT* READY!

HURRY! GET HER INSIDE THE AMBULANCE!

SO THIS IS WHERE YOU HAVE TAKEN THE BLACK CAT!

WHAT ARE YOU WAITING FOR, DEWOLFF? GET HER OUT OF HERE!

WAITING?!! YOU ONLY DELAYED DOCTOR OCTOPUS FOR FIVE MINUTES!

IT TOOK THAT LONG TO CONNECT THE CAT'S LIFE-SUPPORT SYSTEM TO THE AMBULANCE! BUT WE'RE READY TO ROLL!

N-NO! I WANT TO HELP SPIDEY!

POOR KID! SHE KNOWS HER MAN'S LAYIN' IT ON THE LINE FOR HER!

DON'T WORRY, SPIDER-MAN! I DON'T MAKE PROMISES I CAN'T KEEP...

EMERGENCY

AMBULANCE

WREEEEEEEEEEE

I'LL TAKE CARE OF THE CAT!

AMBULANCE

YOU'LL HAVE TO, CAPTAIN--'CAUSE I MAY NOT BE AROUND TOO MUCH LONGER!

AGAIN SHE ESCAPES ME!

BUT I'LL FIND HER!

I SWEAR I WILL!

THAT BUILDING CORNICE IS FALLING TOWARD THOSE PEOPLE--

"-- BUT MY WEBBING WILL SAVE 'EM!"

OCTOPUS HAS FORGOTTEN ALL ABOUT ME! HE'S AFTER THE CAT!

WH-WHO WAS THAT LOONY?!

WHAT WAS HE TRYIN' TO DO?!

THAT "LOONY" IS *DOCTOR OCTOPUS*--

"--AND HE'S TRYING TO PUNISH ME--"

WREEE

WREEE

--BY KILLING THE BLACK CAT!

DeWOLFF

THOSE AMBULANCE DRIVERS ARE EXCELLENT. THEY ALLOW NOTHING TO DETER THEM FROM THEIR ROUTE.

NEITHER SHALL I!

WHAM

SKREE

THERE'S OCTOPUS NOW-- GETTING ONTO THE WEST SIDE HIGHWAY!

WREEEEEE

AMBULANCE

MACRAY

DEWOLFF'S NOT LETTING ANYTHING STOP HER--

--SHE'S TRYING TO KEEP HER PROMISE TO ME!

WREEE

OCTOPUS IS GAINING! CAN'T OUT-RUN HIM--HAVE TO TRY TO OUTWIT HIM!

WREEEEEE

AMBULANCE

DeLOREAN

THAT WOMAN IS DRIVING RIGHT AT ME!

BUT I WILL NOT ALLOW HER TO USE HER CAR AS A WEAPON--

AMBULANCE

--AGAINST ME!

RIPPP

GOOD LORD! I'VE NEVER SEEN SUCH POWER--SUCH UTTER CONTEMPT! I HAVE ONLY ONE CHANCE ...

THERE! I MANAGED TO SWERVE INTO HIM--

"--KNOCKING HIM OFF BALANCE, AND ONTO THE TRACKS BELOW!"

GOOD SHOT, JEAN! YOU MUST BE A TERROR ON THE BUMPER CAR COURSE!

SPIDER-MAN!?!

RELAX! I'VE GOT YOU!

THE AMBULANCE IS GETTING AWAY!

LOOKS LIKE I'VE MANAGED TO KEEP MY PROMISE!

YES, AND I'LL DO MY BEST TO REPAY YOU...

... BY BRINGING IN DOCTOR OCTOPUS!

BE CAREFUL!

HA! IF I WERE THE CAREFUL TYPE, WOULD I GO PARADING AROUND TOWN IN THIS COSTUME?

WHERE IS HE? I KNOW OCTOPUS TOOK A TUMBLE DOWN HERE!

UH-OH! I WON'T HAVE TO KEEP LOOKING FOR DOC OCK!

HE FOUND ME!

TRASH

SPIDER-MAN, I DON'T KNOW HOW YOU MANAGED TO AVOID THAT FREIGHT CAR--

-- BUT YOU CAN'T ESCAPE ME FOREVER!

I WILL HAVE MY VENGEANCE!!

ARMS COMIN' AT ME -- FROM ALL SIDES!

GOTTA LEAP AWAY BEFORE--

GLLURKK!

IT IS USELESS TO STRUGGLE, SPIDER-MAN! YOU SHALL DIE UNDER THE WHEELS OF THAT SPEEDING LOCOMOTIVE!

GIVE ME A BREAK, DOC! WHO DO YOU THINK YOU ARE -- "SNIDELY WHIPLASH"?

COME ON DOWN--AND WE'LL DISCUSS THESE FANTASIES OF YOURS!

WH-WHAT?!

=OOPPS= DID I MAKE YOU FALL AND HIT YOUR HEAD? CLUMSY ME! I SUGGEST YOU FOLLOW ME TO THE HIGH GROUND, 'CAUSE--

♪--I HEAR THE TRAIN A'COMIN-- COMIN' DOWN THE TRACK! ♪

FOOL! I NEED NOT RUN--

--FROM ANYTHING!

129

SUPERPOWERS

I-I'VE NEVER SEEN DOC OCK EXHIBIT THAT KIND OF STRENGTH BEFORE!

IF HE CAN TOTAL A LOCOMOTIVE, WHAT'LL HAPPEN--

--IF HE GETS A GOOD GRIP ON *ME* ??!!

I TRUST THAT DISPLAY OF MY POWER WILL SPARE US BOTH FURTHER EFFORT--

--AND THAT YOU WILL YIELD TO THE INEVITABLE!

NO, BUT I WOULDN'T MIND JOINING THE SAME ***HEALTH SPA*** AS YOU!

MAYBE JACK LaLANE COULD MAKE A REAL MAN OUT OF ME, TOO!

I WISH I WERE HALF AS CONFIDENT AS I SOUND! HE'S GOT ME ON THE RUN, AND HE KNOWS IT!

I'M TOO VULNERABLE OUT IN THE OPEN LIKE THIS!

MADE IT!!

SOMETHING TELLS ME I'D BETTER RECORD THIS LITTLE BATTLE FOR POSTERITY!

IT MIGHT BE MY LAST!

THERE! I'VE WEBBED MY AUTOMATIC CAMERA IN PLACE! IT'LL PHOTOGRAPH WHATEVER HAPPENS!

THE CHASE IS OVER, SPIDER-MAN!

YOUR END IS NEAR!

BRAGGING AGAIN, DOCTOR?

THWAP

DON'T YOU EVER GET TIRED OF BLOWIN' HOT AIR?

HOW MANY TIMES HAVE WE FOUGHT?

A DOZEN? TWO DOZEN?

NO MATTER HOW MANY TIMES I'VE BEEN ON THE ROPES

OUR BATTLES ALWAYS END THE SAME--

--WITH ME STANDING FOR THE FINAL COUNT!

REMINDING ME OF PAST FAILURES--

--ONLY MAKES ME ALL THE MORE DETERMINED!

SPLANG

SHEESH! IF THAT'D BEEN MY HEAD--!

OH, NO! MY CAMERA!

SP-OOSH

SPLASH

NUTS! IF I SURVIVE, I COULD'VE SOLD THOSE PICTURES TO EVERY NEWSPAPER IN THE COUNTRY!

AT LAST! I MANAGED TO WEB YOUR ARMS TOGETHER! YOU'RE HELPLESS NOW!

PITIFUL FOOL!

WHEW! MAYBE I CAN GRAB A BREATHER BEHIND THIS GIRDER-- WHILE I PLAN MY NEXT BRILLIANT STRATEGY!

IT'S TIME TO TAKE MY STAND--AND END THE MENACE OF DOCTOR OCTOPUS ONCE AND FOR ALL! I'VE GOT TOO MANY PEOPLE COUNTING ON ME TO SURVIVE! I JUST CAN'T LET HIM KEEP ME ON THE DEFENSIVE!

I'VE GOT TO MAKE MY MOVE-- NOW!

I'VE GOT AN IDEA! IT'S CRAZY--BUT IT JUST MIGHT WORK!

HI! LOOKING FOR ME?

C'MON UP! THE WEATHER'S FINE!

SPIDER-MAN?! YOU DARE SHOW YOURSELF?!

WHY NOT? WHAT ARE YOU GOING TO DO ABOUT IT?

YOUR ARMS CAN'T OPERATE AT FULL STRENGTH WHEN THEY'RE STRETCHED SO FAR!

PER-HAPS THEY CAN'T--

BUT THEY STILL POSSESS SUFFICIENT STRENGTH TO CRUSH YOU LIFELESS!

SPIDER-MAN STANDS POISED, MOTIONLESS, AWAITING THE MECHANICAL TENTACLES WHICH SNAKE TOWARD HIM ...

...HIS ARM MUSCLES RIPPLE WITH TENSION AS THEY DRAW NEAR...

AND THEN...

GOT YOU!

KANG

NO!

STOP STRUGGLING, DOC! THESE GIRDERS ARE CRIMPED TOO TIGHT! YOU CAN'T GET OUT--

--WITHOUT PULLING THE ENTIRE FOUNDATION APART!

I DON'T CARE!

I WON'T LET IT END THIS WAY! I REFUSE TO BE BEATEN AND DISGRACED BY YOU AGAIN!

REEE-ANG

I WON'T SUFFER ANOTHER DEFEAT AT YOUR HANDS!

I'D RATHER DIE!

I-I DON'T BELIEVE IT! HE'S YANKING THE ENTIRE STRUCTURE DOWN UPON HIMSELF!

HE'LL BE CRUSHED UNLESS I CAN REACH HIM IN TIME!

MADE IT! SPIDER-SPEED, I LOVE YOU!

HANG LOOSE, DOC, WE'RE GETTING OUT OF HERE!

NO! I CAN'T LET YOU SAVE ME! THE HUMILIATION WOULD BE TOO GREAT!

YOU REALLY DON'T HAVE A CHOICE IN THE MATTER!

KER-ASH!

IT'S OVER, OCTOPUS! AND... I'VE WON AGAIN!

NO! NO! JUST NEED A LITTLE TIME TO REST... AND RECOVER! I'LL BEAT YOU YET!

YOU CAN HAVE ALL THE TIME YOU WANT! YOU CAN REGAIN YOUR STRENGTH... AND EVEN INCREASE YOUR POWER... BUT YOU'LL NEVER BEAT ME! NEVER!!

Y-YOU WERE LUCKY THIS TIME! FORTUNE SMILED UPON YOU...

GET REAL! LUCK HAD NOTHING TO DO WITH IT!

IT'S TIME YOU FACED THE TRUTH! I BEAT YOU... DESPITE THE FACT THAT YOU ARE THE DEADLIEST, MOST DANGEROUS FOE I'VE EVER FACED--

--DESPITE THE FACT THAT YOU ARE AT THE HEIGHT OF YOUR POWER!

I'LL ALWAYS FIND A WAY TO BEAT YOU!

YOU'LL NEVER WIN! NEVER!

THE POLICE WILL TAKE YOU AWAY NOW! YOU'LL HAVE PLENTY OF TIME TO THINK ABOUT THAT!

POLICE

ONE LAST PIECE OF FRIENDLY ADVICE--

--DON'T DARE CHALLENGE ME ANYMORE!

I WON'T WARN YOU AGAIN!

MEANWHILE, AT DANNEMORA STATE PRISON...

THE CHOICE IS YOURS, BOOMERANG--

--YOU HAVE ONLY ONE CHANCE TO SAVE YOUR WORTHLESS LIFE.

YOU WILL HELP ME ESCAPE FROM THIS PRISON, OR--

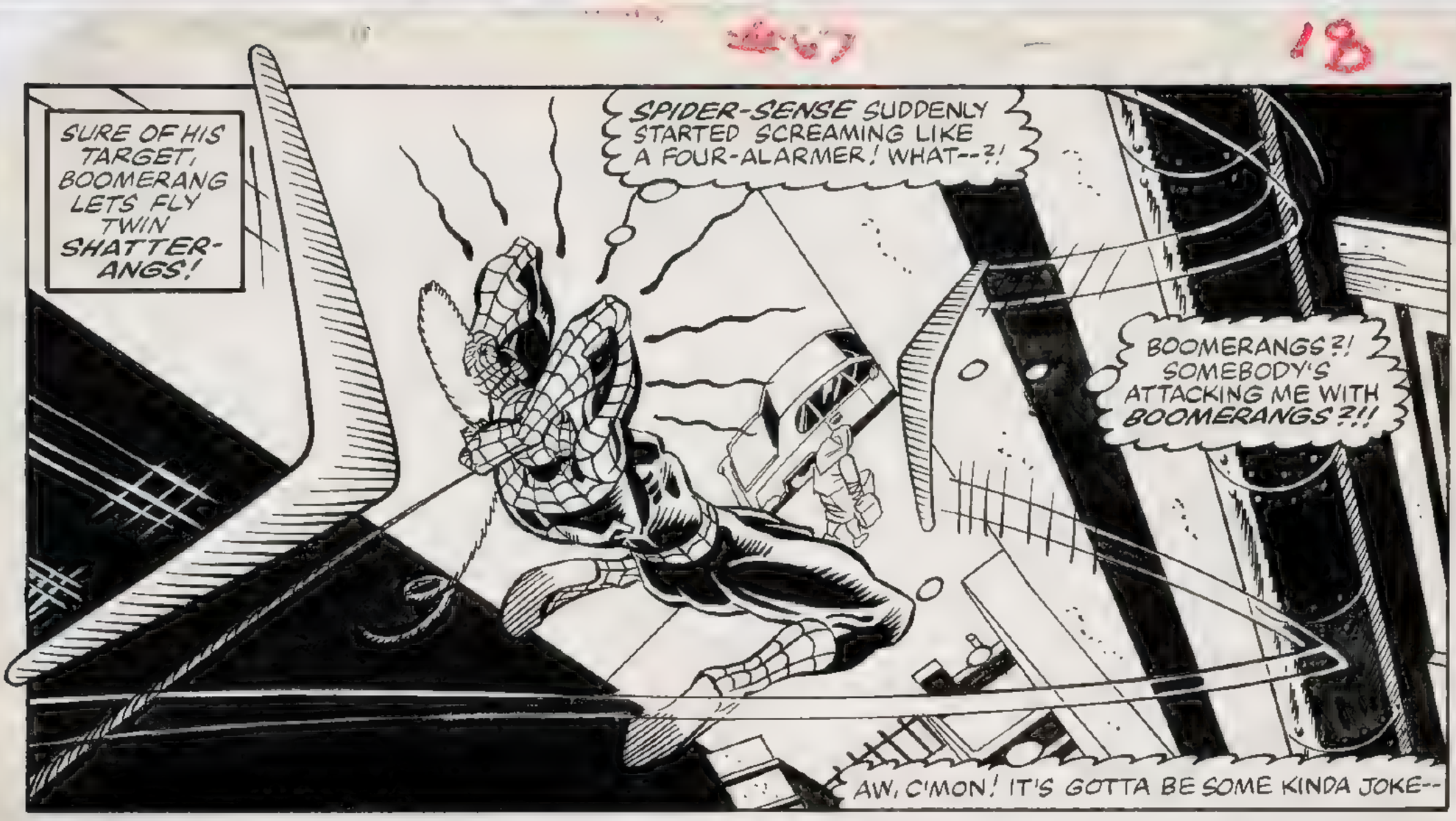
--YOU WILL DIE.

SO SWEARS THE PUNISHER!

NEXT ISSUE: A DECIDEDLY *DIFFERENT* STORY FEATURING J. JONAH JAMESON...

"I COVER THE WATERFRONT!"

Peter Parker, The Spectacular Spider-Man #67, page 14 original art
by Ed Hannigan & Al Milgrom


SURE OF HIS TARGET, BOOMERANG LETS FLY TWIN SHATTER-ANGS!
SPIDER-SENSE SUDDENLY STARTED SCREAMING LIKE A FOUR-ALARMER! WHAT--?!
BOOMERANGS?! SOMEBODY'S ATTACKING ME WITH BOOMERANGS?!!
AW, C'MON! IT'S GOTTA BE SOME KINDA JOKE--
WHOOM WHOOM WHOOM
--BUT IT'S NOT!
LET'S SEE, IF I WERE IN THE FF OR THE AVENGERS I'D RUN TO MY COMPUTERS TO LEARN MY ATTACKER'S IDENTITY!
BUT I ALREADY KNOW WHO HE IS!
BOOMERANG --THE VILLAIN WHO ALWAYS COMES BACK!
THAT'S MY LINE, WALL-CRAWLER! AND SOON YOU WON'T HAVE ANY LINES AT ALL!
OH, MEWCY ME--A THWEAT!
IS DA BIG BAD SUPER-VIWWAIN GONNA PUT DIS WIDDOW TWEETY-SPIDER ON ICE?
SKREEEE
14

Courtesy HeritageAuctions.com

Peter Parker, The Spectacular Spider-Man #72, page 1 original art
by Ed Hannigan & Al Milgrom

PETER PARKER, THE SPECTACULAR SPIDER MAN ™ Vol. 1 No. 72, November, 1982 U S P S 559 250 Published by MARVEL COMICS GROUP James F Galton Pres ident, Stan Lee, Publisher, Michael Hobson, Vice-President Publishing Milton Schiffman Vice-President Production OFFICE OF PUBLICATION 387 PARK AVENUE SOUTH NEW YORK N Y 10016 Second Class postage paid at New York N Y and at additional mailing offices Published monthly Copyright 1982 by Marvel Comics Group a division of Cadence Industries Corporation All rights reserved Price 60c per copy in the U S and 75c in Canada Subscription rate $7 20 for 12 issues Canada and Foreign $9 20 Printed in the U S A No similarity between any of the names characters persons and institutions in this magazine with those of any living or dead person or institution is intended and any such similarity which may exist is purely coincidental This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any part of its cover or markings removed nor in a mutilated condition SPECTACULAR SPIDER MAN including all prior issues and the distinctive likenesses thereof are trademarks of the MARVEL COMICS GROUP Postmaster Send address changes to Subscription Group 387 Park Avenue South New York N Y 10016

PETER PARKER #71 P.1 100% B

Courtesy HeritageAuctions.com

Peter Parker, The Spectacular Spider-Man #74, page 19 original art
by Bob Hall & Jim Mooney

THE SPECTACULAR SPIDER-MAN

25

YOU SEE, DEB? IT'S ME! *PETER!* YOU WERE RIGHT ALL ALONG!

I AM SPIDER-MAN!

YOU AREN'T CRAZY! YOU NEVER WERE! YOU DID KNOW THE TRUTH! I DON'T KNOW HOW YOU LEARNED MY SECRET--BUT I COULDN'T LET YOU BELIEVE THAT IT WAS ALL ANOTHER DELUSION!

100% BLUE

DEBRA WHITMAN LISTENS, AND HER EYES GROW WIDER...

THEN, SHE TURNS AWAY FROM HIM, AND PETER PARKER WONDERS IF, PERHAPS, THIS HAS ALL BEEN TOO MUCH OF A SHOCK...

DEB? ARE YOU ALL RIGHT?

19

Courtesy HeritageAuctions.com

Peter Parker, The Spectacular Spider-Man #75, page 31 original art
by Al Milgrom & Jim Mooney

THE SPECTACULAR SPIDER-MAN
SPEC.SPIDERMAN #75
(38)
OCTOPUS DID THIS! THE OWL WAS NO MATCH FOR HIM!
HE'S ALIVE-- BUT JUST BARELY! HIS GANG WILL FIND HIM.
I'VE GOT TO FIND OCTOPUS AND THE CAT--
--BEFORE IT'S TOO LATE!
POOR MANNERS LIKE THAT MAKE THIS LITTLE KITTY SO MAD SHE COULD SPIT!
YOU SHOULDN'T PICK UP A LADY--AND THEN LEAVE HER ALL ALONE, TUBBY!
BUT INSTEAD, I THINK I'LL PUNISH YOU BY TAKING AWAY YOUR LITTLE TOY!
31
JIM MOONEY
Al Milgrom

Courtesy HeritageAuctions.com

Peter Parker, The Spectacular Spider-Man #77, page 6 original art
by Al Milgrom & Jim Mooney

SPIDER-MAN 77 8
ELSEWHERE, AT THAT EXACT MOMENT, DOCTOR OTTO OCTAVIUS MAKES HIS SELF-APPOINTED ROUNDS.
HIS DESTINATION: COLUMBIA PRESBY-TERIAN HOSPITAL...
...WHERE A CERTAIN FELICIA HARDY RECUPERATES FROM SOME VERY SEVERE WOUNDS--
--UNDER THE PROTECTION OF A VERY SPECIAL, BUT SOMEWHAT EXHAUSTED, BODYGUARD!
SUDDENLY...
MMNNN ...N-NO!
JIM MOONEY
Al Milgrom

Courtesy HeritageAuctions.com

BIOGRAPHIES

BILL MANTLO

From the mid-'70s through the late-'80s, Bill Mantlo established himself as one of the most dedicated writers in the comics industry, writing hundreds of stories across dozens of titles, primarily for Marvel Comics.

Mantlo broke into comics as a colorist, but it wasn't long before he was given a crack at writing a fill-in story, a "Sons of the Tiger" story in the black-and-white *Deadly Hands of Kung Fu* magazine, and his true comics talent began to emerge. The quality of his work led to his installation as that book's regular writer, a tenure that included the notable achievement of introducing comics' first Puerto Rican hero, the White Tiger.

After achieving notoriety within the Marvel offices as a guy who could knock out credible fill-in scripts at a moment's notice, Mantlo was given more regular work. One early highlight was his 20-issue tenure on *Iron Man* that began the Golden Avenger's return to prominence. As one might expect from someone with such a volume of work, Mantlo was game to take on projects others dismissed, and he did it with an unfeigned aplomb that elevated the work.

It was on two licensed titles that Mantlo built his legacy. Inspired by a toy given to his son at Christmas, Mantlo lobbied Marvel to adapt Micronauts into an ongoing series. The award-winning epic he spun with artistic luminaries like Michael Golden and Pat Broderick is still highly revered by comics fandom as is his even longer run on *Rom*, wherein he developed a universe filled with Spaceknights, Dire Wraith monsters and outer space intrigue. Other notable credits in Mantlo's career include *Incredible Hulk*, *Alpha Flight* and *Spectacular Spider-Man.*

Just as Mantlo had begun a new career as a public defender with the New York City Legal Aid Society, he was struck by a hit-and-run driver and went into a weeks-long coma from severe head trauma. He has since been under constant medical care. The comics community has led multiple fundraisers to aid in the continuing care of a talented writer who is missed by his many fans.

ED HANNIGAN

Ed Hannigan worked in comics for over two decades, during which time he established himself as a writer, penciler and popular cover artist. In the early 1970s, Hannigan landed a position in Sol Brodsky's production office at Marvel where he learned every part of the comics trade. Soon, the young artist was given a chance to draw covers for the Marvel UK *Planet of the Apes* magazine, which led to interior art on a new *Apes* story written by Doug Moench and cover art on some of Marvel's mainline color comics. His first regular gig was a five-month stint drawing *Kull the Conqueror*. In 1978, he was drafted onto *The Defenders* as penciler, though a year later Hannigan would perform the unusual switch from artist to writer on the title. He would write Marvel's "non-team" for two years with highlights including the "Xenogenesis" and "Tunnelworld" sagas. Other writing credits for Hannigan during this time included a Tigra story in *Marvel Premiere*, *Power Man* and *Black Panther*, where he undertook the noble effort of finishing storylines begun by Jack Kirby and Don McGregor. After scribing *Fantastic Four Annual* #16 drawn by the legendary Steve Ditko, Hannigan began penciling *The Spectacular Spider-Man*. It was here that Hannigan's Eisner-influenced layouts combined with Bill Mantlo's scripts for an influential run that included the debut of Cloak and Dagger. His final work with Marvel was *Amazing Spider-Man Annual* #17, after which he crossed town to draw for DC. There, he launched a new *Green Arrow* series with Mike Grell and *Batman: Legends of the Dark Knight* with Dennis O'Neil. In 1992, Hannigan wrote and illustrated his own concept, *Skull & Bones*, and followed that up with a four-part Catwoman story in *Showcase '93*. In 1996, Hannigan left comics to take up a new career as a graphic designer.

AL MILGROM

Though arguably his highest profile in comics came as the fan-favorite editor of *Marvel Fanfare*, Al Milgrom has made significant contributions as a penciler, inker and writer over his four decades in the industry. Al came up in the '70s both assisting the legendary artist Murphy Anderson and later serving as one of Neal Adams' Crusty Bunkers art squad, in the meantime having his early work published at Charlton Comics, Atlas/Seaboard, Warren and the indie sci-fi anthology *Star*Reach*. His first major inroads in the industry occurred with Marvel, where he followed up Jim Starlin for a long run drawing *Captain Marvel.* Continuing with the sci-fi themes of his seminal creative efforts, he also drew the ongoing adventures of the Guardians of the Galaxy in *Marvel Presents*. At DC, he would develop Firestorm with Gerry Conway. In 1982, Marvel launched the anthology title *Marvel Fanfare*, which often featured Milgrom's editorial notes in cartoon form under the moniker "Editori-Al." While editing that long-running series, Milgrom also had ongoing stints penciling *The Avengers* and *West Coast Avengers* and drew the notable miniseries *Secret Wars II* and *Kitty Pryde & Wolverine*. He also scripted *Spectacular Spider-Man* and *Incredible Hulk*. Since the '90s, Milgrom has spent most of his time inking, with an impressive nine-year run on *X-Factor* and work for Archie amongst his many credits.

TOM DEFALCO

Writer/editor Tom DeFalco broke into the comic book industry in 1972 at Archie Comics. After serving in a staff position where he inaugurated the highly successful line of Archie digests, he would later begin writing for the Archie line. By the late '70s, he also had a stint on *Superman Family* and stories in *Marvel Two-In-One* and *Avengers*. He joined with iconic Marvel artist Steve Ditko on *Machine Man* in 1980 and launched Marvel's first direct-market exclusive title, *Dazzler*.

By 1981, he had begun to work solely for Marvel, returning to *Marvel Two-In-One* for a 13-issue run. Soon after, DeFalco transitioned to editing, with a stable including the Spider-Man family of titles, *Micronauts*, *Ghost Rider*, *G.I. Joe* and *Marvel Super-Heroes Secret Wars*. In addition to his editorial role, he still wrote a handful of titles, most notably *Amazing Spider-Man* and the 1984 *Machine Man* limited series illustrated by Barry Windsor-Smith and Herb Trimpe. In 1987, DeFalco began a celebrated run on *Thor* with artist Ron Frenz. Soon after that, he was named Marvel's editor-in-chief. A need to make up for a budget shortfall at the beginning of his EIC tenure led DeFalco to launch a line of deluxe hardcover reprints—the *Marvel Masterworks*. Under his guidance, creative freedom at Marvel expanded, as did the line of titles, and the company marked its highest-selling titles of all time, including Claremont and Lee's *X-Men*, McFarlane's *Spider-Man* and Liefeld's *X-Force*. All the while, DeFalco continued writing *Thor*, where he introduced the New Warriors and Thunderstrike.

After his tenure as editor-in-chief ended, he kept on writing for Marvel, where he was heavily involved in the Spider-Man "Maximum Carnage" and "Clone Saga" storylines. In 1998, DeFalco and Frenz teamed on an issue of *What If?* for a pivotal character debut. They introduced Mayday Parker, A.K.A. Spider-Girl, a heroine that proved to be so popular that a whole universe was built around her and the adventures of her peers. The MC2 Universe was guided and developed by DeFalco, with *Spider-Girl* leading the pack in popularity, withstanding commercial pressures and notching 100 issues thanks to a legion of loyal fans. Since his work on *Spider-Girl* wrapped up in 2010, DeFalco has returned for a stint on Archie's flagship title, written *Superboy* for DC and kept busy with various freelance projects.

BOB HALL

Bob Hall has spent the entirety of his professional career balancing his twin passions of drawing and theater. A graduate of University of Nebraska-Lincoln, Hall arrived in New York City in the early '70s to pursue a career in theater. To augment his income, he took his art skills to comic books. He studied illustration under John Buscema, a tutelage which—combined with his theater-born joy of storytelling—helped set him on the path to working for Marvel. Hall's first gigs included penciling multiple issues of *The Champions* and *Super-Villain Team-Up* and annuals for *Fantastic Four* and *Thor*. He also served as an editor for a brief time, with Jack Kirby's *Devil Dinosaur* falling under his purview. In 1980, Hall's off-Broadway play, *The Passion of Dracula*, was adapted for Showtime's *Broadway on Showtime* cable television series. His art career took flight in the '80s, as Hall drew issues of *Amazing Spider-Man*, *Marvel Team-Up* and *Spectacular Spider-Man*, but his most memorable credit came during a pair of stints drawing *Avengers*. Other high-profile credits in the decade came with the *West Coast Avengers* miniseries and Mark Gruenwald's *Squadron Supreme* epic. Hall would return to the Avengers with the now-classic *Marvel Graphic Novel #27: Emperor Doom*, written by David Michelinie. In the '90s, Hall went to Valiant, where he wrote and drew *Shadowman* and *Armed and Dangerous*. In addition to his comics work, Hall has acted in and directed Shakespeare productions across the decades, culminating in his founding of the Flatwater Shakespeare Company in Lincoln, Nebraska in 2001. He serves as the company's Artistic Director and in 2010 received the honor of Artist of the Year from the Nebraska Arts Council's Governor's Arts Awards.

RICK LEONARDI

As soon as Rick Leonardi graduated from Dartmouth College in 1979, he sent Marvel and DC a self-written and -drawn comic book that spoke to his artistic potential. Marvel wrote back, encouraging him to take a job with them. In his first years in comics, Leonardi eased himself into the business with a handful of stories in *Thor* and *The Spectacular Spider-Man*. After proving himself, he landed a pair of higher-profile gigs with writer Bill Mantlo on the 1982 miniseries *The Vision and the Scarlet Witch* and *Cloak and Dagger*. After penciling issues of *The Amazing Spider-Man*—and being a part of the development of Spider-Man's new black costume with Mike Zeck—Leonardi reunited with Mantlo to launch an ongoing *Cloak and Dagger* series in 1985. He followed that up with Marvel's top-selling X-titles, drawing a Colossus serial in *Marvel Comics Presents* and several issues of *The Uncanny X-Men* and *The New Mutants*. In 1992, Leonardi and Peter David created Miguel O'Hara in *Spider-Man 2099*, a series Leonardi would draw for most of the first 25 issues of its run. In the late '90s, Leonardi drew the five-issue series *Painkiller Jane* for Joe Quesada and Jimmy Palmiotti's Event Comics, and in the 2000s, he would head to DC for stints with *Batgirl*, *Vigilante* and *Nightwing*. A longtime fan of Batman, Leonardi's most recent project is the ongoing series *Batman Beyond*.

LUKE McDONNELL

Luke McDonnell broke into comics in 1981 at Marvel, drawing three issues of *Star Trek* as well as issues of *Iron Man*, *The Spectacular Spider-Man* and *The Amazing Spider-Man*. In 1982, he became the series regular artist on *Iron Man*. His three-year tenure included the historic passing of the mantle of Iron Man from Tony Stark to James "Rhodey" Rhodes. McDonnell also penciled issues of *Daredevil*, *Star Wars* and *The New Defenders* before departing Marvel for DC in 1985. There, he penciled the final sixteen issues of the Detroit-era *Justice League of America*. He went straight from that to the biggest milestone in his career: the creation of *Suicide Squad* with writer John Ostrander. McDonnell would draw the first 24 issues of the series featuring a team of super villains working for international law enforcement; he returned a year later for another eight-issue run. During his time on *Suicide Squad*, McDonnell also penciled a spin-off miniseries starring Deadshot and drew several issues of Jim Starlin's *Dreadstar* at First Comics, after which he launched a thirteen-issue run of DC's adaptation of Lee Falk's newspaper comic hero the Phantom. His 1990s work was mostly for DC, though he did draw a pair of *What If?* stories at Marvel. In 2012, McDonnell returned to comics as a colorist for IDW's *Popeye*.

Biographies researched and written by John Rhett Thomas

MARVEL MASTERWORKS

THE MARVEL MASTERWORKS LIBRARY PRESENTS THE WORLD'S GREATEST COMIC BOOKS, PAINSTAKINGLY RESTORED FROM THE HIGHEST-QUALITY SOURCES AND WITH THE MOST DILIGENT ARCHIVAL METHODS.

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee.

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

THE AMAZING SPIDER-MAN VOLS. 1-24
ANT-MAN/GIANT-MAN VOLS. 1-3
THE AVENGERS VOLS. 1-23
THE BLACK PANTHER VOLS. 1-3
BROTHER VOODOO VOL. 1
CAPTAIN AMERICA VOLS. 1-15
CAPTAIN MARVEL VOLS. 1-6
THE CHAMPIONS VOL. 1
DAREDEVIL VOLS. 1-17
DAZZLER VOLS. 1-4
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-8
DOCTOR STRANGE VOLS. 1-10
THE FANTASTIC FOUR VOLS. 1-24
GHOST RIDER VOLS. 1-4
HOWARD THE DUCK VOLS. 1-2
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-16
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-16
IRON FIST VOLS. 1-2
KA-ZAR VOLS. 1-3
KILLRAVEN VOL. 1
LUKE CAGE VOLS. 1-3
MARVEL RARITIES VOL. 1
MARVEL TEAM-UP VOLS. 1-6
MARVEL TWO-IN-ONE VOLS. 1-6
THE MIGHTY THOR VOLS. 1-21
MS. MARVEL VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1
RAWHIDE KID VOLS. 1-2
THE SAVAGE SHE-HULK VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SPECTACULAR SPIDER-MAN VOLS. 1-6
SPIDER-WOMAN VOLS. 1-3
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-8
THE TOMB OF DRACULA VOLS. 1-2
WARLOCK VOLS. 1-2
WEREWOLF BY NIGHT VOL. 1
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-15

60¢
67
JUNE
02199
MARVEL COMICS GROUP
PETER PARKER, THE SPECTACULAR
SPIDER-MAN
ADVENTURE! MYSTERY! ROMANCE! FACE IT, FRIEND, THIS ISSUE HAS IT ALL!

60¢
68
JULY
02199
MARVEL COMICS GROUP
PETER PARKER, THE SPECTACULAR
SPIDER-MAN
"VENGEANCE!"
CRIES THE ROBOT-MASTER!

60¢
69
AUG
02199
MARVEL COMICS GROUP
PETER PARKER, THE SPECTACULAR
SPIDER-MAN
THE RETURN OF CLOAK & DAGGER

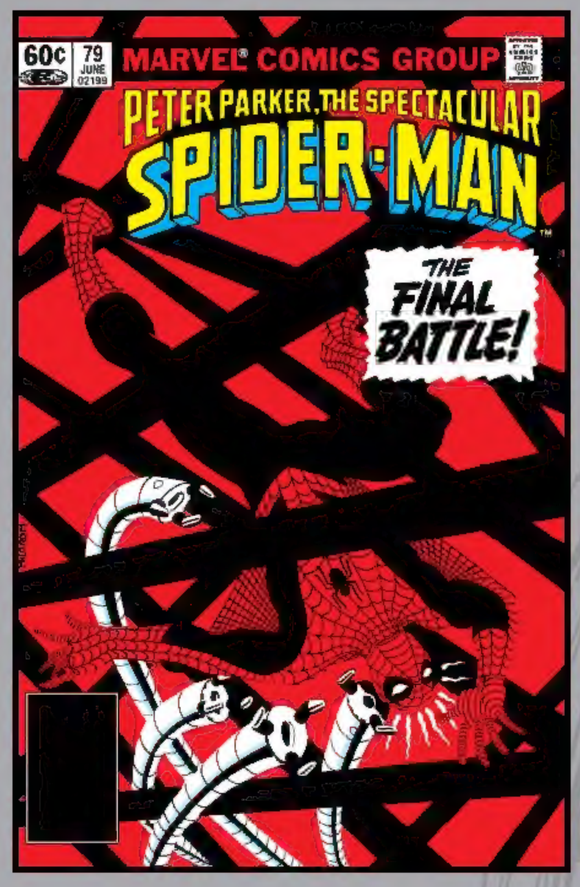
60¢
70
SEPT
02199
MARVEL COMICS GROUP
PETER PARKER, THE SPECTACULAR
SPIDER-MAN
IS THIS THE END OF CLOAK and DAGGER-2!

60¢
74
JAN
02199
MARVEL COMICS GROUP
PETER PARKER, THE SPECTACULAR
SPIDER-MAN
FANTASIA!

MARVEL COMICS GROUP
DOUBLE-SIZED ISSUE!
$1.00
75
FEB
02199
PETER PARKER, THE SPECTACULAR
SPIDER-MAN
FEATURING THE DRAMATIC RETURN OF THE BLACK CAT!
THE FINAL CONFRONTATION

60¢
77
APR
02199
MARVEL COMICS GROUP

60¢
78
MAY
02199
MARVEL COMICS GROUP
PETER PARKER, THE SPECTACULAR
SPIDER-MAN
THE LONG GOODBYE!


60¢
79
JUNE
02199
MARVEL COMICS GROUP
PETER PARKER, THE SPECTACULAR
SPIDER-MAN
THE FINAL BATTLE!